

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15 (d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 16, 2010

B2 Digital, Incorporated
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>0-11882</u>	<u>84-0916299</u>
(State or other jurisdiction Of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<u>1030 S. Mesa Drive, Mesa, Arizona</u>	<u>85210</u>
(Address of principal executive Offices)	(Zip Code)

Registrant's telephone number, including areas code: (480)639-0876

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instructions A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting materials pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Addendum to – “Debenture Subscription Agreement” Dated June 30, 2010 with CBD Group Limited

On June 30, 2010 B2 Digital signed a Debenture with CBD Group Limited to support the funding of the Castle Creek Silver, Inc. acquisition. This Debenture was supported by the assets of Castle Creek Silver, Inc. and restricted common shares under Rule 144 of B2 Digital, Inc. This Debenture with CBD has been available in funding amounts as needed up to the One-Million Dollars. It has now been mutually agreed to by B2 Digital, Inc. and CBD Group Limited that the “Addendum” to the Debenture Subscription Agreement is now in the best interest of both parties.

Other than with respect to the transaction, there is no material relationship between CBD Group Limited and the Company or any director or officer of the Company, or any associate of any such director or officer.

With the major confusion of the Debenture with both CBD and B2 Digital concurring it would be in their best interest to make this addendum. B2 Digital and CBD Group Limited feel that by amending section 4.5.1 more specifically the Exercise Price of the Warrants shall be changed to \$0.10 per share thereby eliminating the dual strike price formula that utilized both \$0.005 and \$0.25 per share (subject to certain parameters). The Company has as of this date has issued a Press Release announcing this Addendum.

Item 1.02 Addendum to – “Debenture Subscription Agreement” Dated July 26, 2010 with Cimarron Capital Ltd.

On July 26, 2010 B2 Digital signed a Debenture with Cimarron Capital Ltd., to support B2 Digital, Inc. Corporate funding needs. This Debenture was supported by the assets of B2 Digital, Inc. and restricted common shares under Rule 144 of B2 Digital, Inc... This Debenture with Cimarron Capital Ltd. has been available in funding amounts as needed up to the One-Million Dollars. It has now been mutually agreed to by B2 Digital, Inc. and Cimarron Capital Ltd. that the “Addendum” to the Debenture Subscription Agreement is now in the best interest of both parties.

Other than with respect to the transaction, there is no material relationship between Cimarron Capital Ltd. and the Company or any director or officer of the Company, or any associate of any such director or officer.

With the major confusion of the Debenture both with Cimarron Capital Ltd. and B2 Digital concurring; it would be in their best interest to make this addendum. B2 Digital, Inc. and Cimarron Capital Ltd. Both feel that by amending section 4.5.1 more specifically the Exercise Price of the Warrants shall be changed to \$0.10 per share thereby eliminating the dual strike price formula that utilized both \$0.005 and \$.25 per share (subject to certain parameters). The Company as of this date has issued a Press Release announcing this Addendum.

Item 1.03 Tender Offer by Sino-Can Industrial Holding Group Ltd.

A Tender offer has been made to B2 Digital, Inc. of \$0.15 cents per shares for all of the outstanding shares of B2 Digital, Inc.

Other than with respect to the transaction, there is no material relationship between Sino-Can Industrial Holdings Group and the Company or any director or officer of the Company, or any associate of any such director or officer.

Upon accepting this offer from Sino-Can Industrial Holding Group with the approval of the B2 Digital, Inc. Board of Directors a proof of the 44101 claim will be required. Also upon the approval by the Board of Directors, Sino-Can Holding Group Ltd. will require to commence an imitate due diligence with a closing date of October 15, 2010. The Company as of this date has release a Press Release announcing this offer of \$0.15 per share.

Item 1.04 Board Of Directors Resolution to accept Tender Offer by Sino-Can Industrial Holding Group Ltd.

On September 16, 2010 the Board of Directors for B2 Digital, Inc. voted in favor of the Tender offer currently being made by Sino-Can Industrial Holding Group Ltd. The Company by giving written consent has accepted the Tender Offer.

Other than with respect to the transaction, there is no material relationship between Sino-Can Industrial Holding Group Ltd. and the Company or any director or officer of the Company, or any associate of any such director or officer.

By Voting to accepted this Tender Offer being made by Sino-Can Industrial Holding Group Ltd. It is further understood that said Tender Offer will require proof of the 43101 claim. It is further resolved, that with approval by the Board of Directors, Sino-Can Industrial Holding Group Ltd. will require the commencement of due diligence with a closing date set of October 15, 2010. The Company has not released a Press Release that the Board of Directors has accepted this Tender Offer by Sino-Can Industrial Holding Group Ltd. as of this date.

Item 9.01 Financial Statements and Exhibits

Financial states for B2 Digital can be found on: www.pinksheet.com filed August 13, 2010, Exhibit 99.1, Page 10

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
<u>No.</u>	
10.1	Addendum -CBD Group Limited – Dated September 3, 2010
10.2	Addendum – Cimarron Capital Ltd. – Dated September 3, 2010
10.3	Tender Offer – Sino-Can Industrial Holding Group Ltd. – Dated September 16, 2010
10.4	BOD Resolution – Dated September 16, 2010

Pursuant to the requirements of the Security Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

B2 Digital, Incorporated

Date: September 16, 2010

By: /s/ Paul D.H. LaBarre
Paul D.H. LaBarre
C.E.O.

Addendum to
DEBENTURE SUBSCRIPTION AGREEMENT
 Dated June 30, 2010

This addendum is between the investor(s), **CBD Group Limited**, located at **Bldg, 4, Caves Village, West Bay St. NP, Nassau The Bahamas** (referred to as the "Subscriber" in the Debenture) and **B2 Digital, Inc.**, an Delaware corporation, located at **1030 S. Mesa Drive, Mesa, Arizona 85210** (referred to as the "Company" and together with the Subscriber the "Parties" in the Debenture).


It is mutually agreed to by the Parties that the Debenture Subscription Agreement dated June 30, 2010 made between B2 Digital, Inc. and CBD Group Limited will have the terms of Section 4.5.1 be amended and more specifically the Exercise Price of the Warrants shall be changed to \$0.10 per share thereby eliminating the dual strike price formula that utilized both \$0.005 and \$0.25 per share (subject to certain parameters).

The Parties agree that the disparity between the two exercise prices was too great and therefore have mutually agreed to a new Exercise Price of \$0.10 per share as being the only price that the warrants can be exercised at in whole or in part resulting in a much simpler structure."

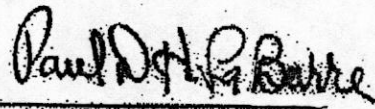
Dated September 3, 2010 and agreed to by:

CBD Group Limited
 A Bahamian Corporation

B2 DIGITAL, INC.
 an Delaware corporation

By: 
 Maryn Budd - President

Dated: 9-3, 2010

By: 
 Paul D.H. LaBarte - CEO

Dated: 9-3 - 2010

Addendum to
DEBENTURE SUBSCRIPTION AGREEMENT
Dated July 26, 2010

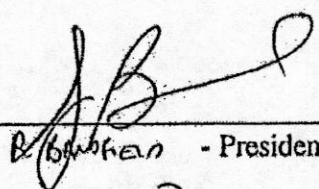
This addendum is between the investor(s), **Cimarron Capital Ltd.**, A Central American Company, located at **76 Dean Street, or P.O. Box 644, Belize City, Belize, Central America** (referred to as the "Subscriber" in the Debenture) and B2 Digital, Inc., an Delaware corporation, located at **1030 S. Mesa Drive, Mesa, Arizona 85210** (referred to as the "Company" and together with the Subscriber the "Parties" in the Debenture).

It is mutually agreed to by the Parties that the Debenture Subscription Agreement dated June 30, 2010 made between B2 Digital, Inc. and Cimarron Capital Ltd. will have the terms of Section 4.5.1 be amended and more specifically the Exercise Price of the Warrants shall be changed to \$0.10 per share thereby eliminating the dual strike price formula that utilized both \$0.005 and \$0.25 per share (subject to certain parameters).

The Parties agree that the disparity between the two exercise prices was too great and therefore have mutually agreed to a new Exercise Price of \$0.10 per share as being the only price that the warrants can be exercised at in whole or in part resulting in a much simpler structure."

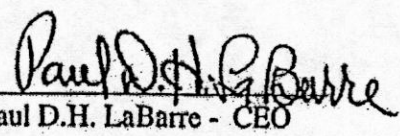
Dated September 3, 2010 and agreed to by:

Cimarron Capital Ltd.
A Central American Company

By: 
R. B. Bunker - President

Dated: SEPT 3, 2010

B2 DIGITAL, INC.
A Delaware corporation

By: 
Paul D.H. LaBarre - CEO

Dated: 9-3-, 2010

Sino-Can Industrial Holding

Group LTD

room 2408, No 707,
Zhangyang rd
Pudong district
Shanghai, China 200120

September 16, 2010

B2 Digital Inc
1030 S Mesa Drive
Mesa, Arizona USA 85210

ATT:

Sino-Can Industrial Holdings group Ltd is please to offer a 0.15 cents offer for all outstanding shares of B2 Digital Inc.

Upon accepting the Board OF Director's approval we will require official proof of the 43101 claim . Also on upon of the Boards of Director approval, Sino-Can Industrial Holding Group LTD will require to commence an imitate due diligence with a closing date October 15, 2010.

Sincerely yours,



Wilma Saint-Louis

CEO

B2 DIGITAL INC.**UNANIMOUS WRITTEN CONSENT
TO ACTION WITHOUT A MEETING
OF THE BOARD OF DIRECTORS**

The undersigned, being all the directors of B2Digital Inc., a Delaware corporation (the "Company"), and acting by written consent without a meeting pursuant to Section 6 of Article V of the Bylaws of the Company and Section 141(f) of the Delaware General Corporations Law, hereby adopt the following resolutions effective as of the date first written below with the same force and effect as if adopted at a duly convened meeting of the Board of Directors:

1. **Approval of Tender Offer by Sino-Can Industrial Holding Group LTD.**

WHEREAS, the Company desires to Vote in favor of the Tender offer currently being made by Sino-Can Industrial Holding Group LTD. The Company by giving written consent has accepted the Tender Offer.

WHEREAS, the Company desires to accept the Tender Offer made by Sino-Can Industrial Holding Group LTD for \$0.15 cents for all outstanding shares of B2 Digital, Inc..

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby Vote in favor of said Tender offer made by Sino-Can Industrial Holding Group LTD. It is further resolved, that the Board of Directors does understand that said Tender offer will require official proof of the 43101 claim. It is further resolved, that with approval of the Board of Directors, Sino-Can Industrial Holding Group LTD will require to commence an imitate due diligence with a closing date of October 15, 2010.

RESOLVED, that the Board of Directors has concluded, in its good faith business judgment that the Voting in favor of this Tender Offer is in the best interests of the Company;

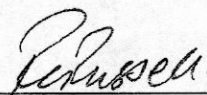
2. **Omnibus**

RESOLVED, that any and all actions heretofore taken by the officers of the Company in its name and on its behalf in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects as and for the acts of the Company by the Board of Directors of the Company.

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed on behalf of and in the name of the Company at any time and from time to time and without further action by or authority or direction from the Board of Directors of the Company to take all such actions, to make or cause to be made and to execute and deliver any and all agreements, instruments, documents, and certificates and any and all changes, modifications or additions thereto, and to do or cause to be done any and all acts or thing as such officer deems necessary, advisable or appropriate to carry out the purposes and intent of the foregoing resolutions.

This Written Consent may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

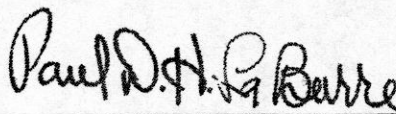
IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent as of September 16, 2010.



Robert Russell – Chairman of the Board



Marcia Pearlstein – Secretary - Director



Paul D.H. LaBarre - C.E.O. - Director