

ISSUER INFORMATION AND QUARTERLY STATEMENT

B2 DIGITAL INCORPORATED

1030 S. Mesa Drive
Mesa, Arizona 85210
Phone: 480-639-0876
Fax: 480-813-4596

The Company has a corporate Internet website at <http://www.b2digital.us> or .com. The reference to this website address does not constitute incorporation by reference of the information contained therein.

Federal ID

84-0916299

CUSIP

11777J304 (176)

ISSUER'S EQUITY SECURITIES

Common Stock

\$0.01 Par Value

5,000,000,000 Common Shares Authorized

3,125,023.638 Shares Issued and Outstanding

B-2 Digital Corporation is responsible for the content of this Information and Disclosure Statement. **The information contained in this report has not been filed with or approved by the Securities and Exchange Commission, any state securities commission, the National Association of Securities Dealers, or any other regulatory body.** This document contains forward-looking statements. Forward-looking statements do not represent historical facts, but rather statements about management's beliefs, plans and objectives. The statements are evidenced by terms such as "anticipate," "estimate," "should," "expect," "believe," "intend," and similar expressions. Although these statements reflect management's good faith beliefs and projections, they are not guarantees of future performance and they may not prove true. These projections involve risk and uncertainties that could cause the Company's actual results to differ materially from those addressed in the forward-looking statements. These risks and uncertainties include, but are not limited to, changes in general economic, market, or business conditions; changes in laws or regulations or policies of federal and state regulators and agencies; and other circumstances beyond the Company's control. Consequently all of the forward-looking statements made in this document are qualified by these cautionary statements, and there can be no assurance that the actual results anticipated will be realized, or if substantially realized, will have the expected consequences on the Company's business or operations.

B2 DIGITAL INCORPORATED
ISSUER INFORMATION AND QUARTERLY STATEMENT
December 31, 2010

PART A **General Company Information**

ITEM I:

NAME OF ISSUER:

B2 Digital, Incorporated Office: 480-639-0876
(A Delaware Corporation) Fax: 480-813-4596
Merger: Telecommunication Products, Incorporated
June 2004 (A Colorado Corporation)

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

1030 S. Mesa Drive Web: b2digital.us
Mesa, Arizona 85210
Investor Relations: Atlanta Capital Partners, LLC Web: www.atlcp.com
% David Kugelman E-Mail: dk@atlcp.com
3455 Peachtree Rd., NE 5th. Floor
Atlanta, GA 30376 Phone: 1-866-692-6847

ITEM II:

NUMBER OF SHARES OR TOTAL AMOUNT OF SECURITIES OUTSTANDING FOR EACH CLASS OF SECURITIES AUTHORIZED:

As of March 30, 2009 the Issuer had 26,979,018 shares issued and outstanding. As of December 31, 2010, the Issuer has 904,945,243 shares of Common Stock issued, outstanding and is hereby incorporated herein by reference, to be found on www.pinksheets.com. Posted June 30, 2010, Annual Report, Exhibit i, on Page 14.

Period End Date:	# Of Shares authorized	# of Shares Outstanding	Freely tradable shares	# of beneficial shareholder	# of shareholders	#of Active
December 31, 2010	5,000,000,000	3,125,023,638	904,945,243	20	463	434
September 30, 2010	5,000,000,000	2,842,379,018	836,988,758	19	460	432
June 30, 2010	5,000,000,000	2,637,379,018	836,988,758	19	460	432
March 31, 2010	5,000,000,000	1,837,379,018	36,988,758	19	454	429
September 4, 2009	5,000,000,000	37,379,018	12,219,020	3	442	
March 30, 2009	5,000,000,000	26,979,018	1,819,020	3	439	

ITEM III:

FINANCIAL INFORMATION FOR THE ISSUER'S MOST RECENT FISCAL PERIOD:

The un-audited financial statements and Notes to Financial Statements for the issuer as of December 31, 2010 are hereby incorporated herein

- Balance Sheet as of December 31, 2010
- Profit & Loss for April 1 through December 31, 2010
- Cash Flow for April 1 through December 31, 2010
- Notes To Financial Statements

B2 Digital Summary Balance Sheet

Accrual Basis

As of December 31, 2010

	<u>Dec 31, 10</u>
ASSETS	
Current Assets	
Checking/Savings	33,339.90
Accounts Receivable	351,884.63
Other Current Assets	89,544.35
Total Current Assets	<u>474,768.88</u>
Fixed Assets	-466,338.21
Other Assets	470,163.30
TOTAL ASSETS	<u><u>478,593.97</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	28,708.16
Credit Cards	2,366.39
Other Current Liabilities	116,218.51
Total Current Liabilities	<u>147,293.06</u>
Long Term Liabilities	17,588.70
Total Liabilities	<u>164,881.76</u>
Equity	313,712.21
TOTAL LIABILITIES & EQUITY	<u><u>478,593.97</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

**B2 Digital
Profit & Loss**

Accrual Basis

October through December 2010

	<u>Oct - Dec 10</u>
Ordinary Income/Expense	
Income	
Sales	4,223.01
Total Income	<u>4,223.01</u>
Gross Profit	<u>4,223.01</u>
Net Ordinary Income	<u>4,223.01</u>
Net Income	<u><u>4,223.01</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

B2 Digital Statement of Cash Flows

October through December 2010

Oct - Dec 10

OPERATING ACTIVITIES	
Net Income	4,223.01
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	-4,223.01
Net cash provided by Operating Activities	0.00
Net cash increase for period	0.00
Cash at beginning of period	33,339.90
Cash at end of period	33,339.90

The accompanying notes are an integral part of these consolidated financial statements.

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS

B2 Digital, Inc. has been a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry. B2 Digital has also recently ventured into the on-line publishing industry. B2 Digital through Hotel Movie Network, Inc. has installed approximately 50,000 hotel rooms, which consisted of contract rights of Hotel Movie Network with Pay Per View and Cable/Satellite access, and associated hardware and peripherals. B2 Digital primarily provides services under long-term contracts. B2 Digital through Hotel Movie Network, Inc. platforms provide for in room viewing of select cable channels (such as HBO, ESPN and CNN) and other interactive and information services, plus high-speed wireless Internet access. B2 Digital has had two years of continued drop in customer base. B2 through Hotel Movie Network, Inc. has concentrated more on outside installations. The company has been moving more and more from the Pay Per View world because of the addition of the Internet. The larger the Internet has become the less the purchases of Adult products in the Pay Per View World. The main purchases of the Pay Preview products have always been 80% Adult. That 80% with the availability of the Internet has dropped to 30% causing a great loss in revenue.

As mentioned above the Internet in the Hotel world has caused a great drop in revenue because of the lower purchases of the Adult product. This has and will cause a loss of revenue if B2 Digital were to continue in the Pay Per View world of the Hotel market. By looking for more outside business in the installation area we have been able to offset the drop of revenue. The NFL for technical services of the 2008 Super Bowl contracted in 2008 with Hotel Movie Network, Inc. to provide such services. B2 Digital has worked with a leasing company for needed additional equipment for the Wireless WiMax Network. This cuts down the large expenses and moves them into a monthly payment plan. The use of Free Internet in the Hotel markets has caused a drop in revenue based on the lower sales of Adult Products in the Pay Preview Market. **DIRECTION OF ACQUISITION RESIDENTIAL HIGH SPEED WIRELESS INTERNET ACCESS TO SELECTED RURAL AREAS IN ARIZONA. SHARE EXCHANGE WITH CASTLE CREEK SILVER AND WITH OTHER OPPORTUNITIES IN THE MEDIA AREA**

NOTE 2 - FINANCIAL STATEMENTS

We adopted FASB Statement No. 154, *Accounting Changes and Error Corrections*. This Statement provides guidance on the accounting for and reporting of accounting changes and error corrections. It establishes, unless impracticable, retrospective application as the required method for reporting a change in accounting principle in the absence of explicit transition requirements specific to the newly adopted accounting principle. This Statement also provides for determining whether retrospective application of a change in accounting principle is impracticable and for reporting a change when retrospective application is impracticable. The correction of an error in previously issued financial statements is not an accounting change. However, the reporting of an error correction involves adjustments to previously issued financial statements similar to those generally applicable to reporting an accounting change retrospectively. Therefore the reporting of a correction of an error by restating previously issued financial statements is also addressed by this statement. (None Noted).

NOTE 3 - BASIS OF PRESENTATION AND CONSIDERATIONS RELATED TO CONTINUED EXISTENCE

The significant accounting policies of the Company are as follows:

Accounting Method

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("USGAAP"); however, they do not include all of the information and footnotes required by USGAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. For the nine months ending December 31, 2010, the Company had a net gain of \$4,223.01, and in the year ended March 30, 2010, it had a gain of \$27,266. The Company's ability to continue as a going concern remains dependent upon its ability to achieve sustainable profitability. Since inception, the Company has substantially financed its activities through various financing activities. The Company intends on financing its future development activities and its working capital needs largely with similar financing sources, including term notes, until such time that funds provided by operations are sufficient to fund its working capital requirements. The financial statements of the Company do not include any adjustments for the recoverability and necessary should the Company be classification of recorded assets, or amounts and classifications of liabilities that might be unable to continue as a going concern.

Non-Cash Transactions

No non-cash investing and financing activities occurred during the nine months ended December 31, 2010.

Accounts Receivable

The Company considers accounts receivable to be fully collectible, and accordingly, no allowance for doubtful accounts is required. If amounts should become uncollectible, they will be charged to operations when that determination is made.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Property and Equipment

Property and equipment are recorded at cost. Maintenance and repairs are charged to operations as incurred. Betterments and renewals are capitalized. When property and equipment are sold or otherwise disposed of, the asset account and the related accumulated depreciation accounts are relieved, and any gain or loss is included in operations.

Depreciation is calculated by the straight-line method over the estimated useful lives of the assets.

Revenue Recognition

Continuing revenue is recognized monthly as earned. Initial revenue is recognized when all services or conditions relating to the sale of the individual services have been substantially performed.

Income Taxes

The Company files and pays its taxes based on yearly profits. There are no deferred taxes.

NOTE 4 – DEBT

The Company has been dependent to a large extent on equity financing to sustain its operations. As of December 31, 2010, the Company's aggregate long term debt in the form principally of convertible promissory notes to third party entities and individuals, totaled \$164,881.76, including interest to date.

There have been no Defaults upon Senior Securities in this quarter.

NOTE 5 – SUBSEQUENT EVENT

Business of Castle Creek Silver, Inc.

Castle Creek Silver, Corp. is a mid-tier silver producer through an aggressive acquisition and development plan focused on advanced-stage projects with known silver resources exhibiting potential for expansion. Castle Creek Silver is primarily focused on pursuing early and advanced stage silver-based opportunities in North America, South America, and Mexico. Castle Creek Silver, Inc. is a private company incorporated on June 30, 2008, in the State of Idaho. In March 2010 a Share Exchange Agreement with B2 Digital, Inc. which, subject to an escrow agreement, will result in B2 Digital, Inc. owning one hundred percent of the Castle Creek Silver, Inc. outstanding common shares.

The primary objective of the Company is to conduct exploration and if warranted, development on the Company's precious and base metal projects. Castle Creek Silver's strategy is twofold. First, we intend to acquire high-grade gold-silver properties that may be attractive to potential joint venture partners. Second, we intend to acquire projects that are adjacent to mines that are in production or under development because of mineral deposits tend to occur in clusters. This is known as "head frame exploration". We intend to capitalize on these cost-effective types of opportunities should they become available.

Risk Factors-Summary

The value of our Castle Creek Silver, Inc. is subject to fluctuations in the market price of minerals. Our profitability is subject to demand for materials such as gold, silver and copper. We may not have sufficient funds to complete further exploration and development programs. We would need additional funds to develop any material deposits for commercial production. Factors beyond our control may determine whether any mineral deposits we discover are sufficiently economic to be developed into a mine. We require licenses and permits to operate our business which we may not be able to obtain. There are risks associated with mineral exploration that may adversely affect our ability to undertake planned operations. There is uncertainty of mineralization estimates. Our operations make us susceptible to environmental risks. There is no guarantee that legal title to the property in which we have an interest will not be challenged. Mineral exploration and mining activities require compliance with a broad range of law and regulation violation of which can be costly. Land reclamation requirements for exploration properties may be burdensome. We face industry competition for the acquisition of mining properties and the recruitment and retention of qualified personnel. Some directors and officers may have a conflict of interest as a result of their involvement with other natural resource companies. We may not be able to insure our business from certain risks associated with our business. More information on Castle Creek Silver can be found at: <http://www.castlecreekmine.com>.

Under our current operations B2 Digital without the merger of Mob Candy Corporation will need to expand the Company financial needs with the more outside funding. Currently it is felt without the additional outlets for magazine sales and the Holiday sales the income by year's end will not cover the over-all operations.

Under the WiMax project we have an installation cost that should provide up to 80% of the total cost. Our main research will deal with a best product line for the best-cost comparison.

B2 Digital will be purchasing WiMax equipment for advancement of the Wireless network. The customer will cover the basic cost of installation. The distribution of the Network system will require minor capital outlay.

Without the merger of Mob Candy Corporation, B-2 Digital will not need to expand the employees. With the advancement of the WiMax network additional installers will also be required. Also under the share exchange with Castle Creek Silver the expansion of the mining properties will require additional personnel.

ITEM IV:

MANAGEMENTS DISCUSSION AND ANALYSIS OR PLAN OF OPERATION:

Company Overview-Plan of Operation

B2DIGITAL COMPANY OVERVIEW

December 31, 2010

B2 Digital, Inc. has been a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry. B2 Digital has also recently ventured into the on-line publishing industry. B2 Digital through Hotel Movie Network, Inc. has installed approximately 50,000 hotel rooms, which consisted of contract rights of Hotel Movie Network with Pay Per View and Cable/Satellite access, and associated hardware and peripherals. B2 Digital primarily provides services under long-term contracts. B2 Digital through Hotel Movie Network, Inc. platforms provide for in room viewing of select cable channels (such as HBO, ESPN and CNN) and other interactive and information services, plus high-speed wireless Internet access. B2 Digital has had two years of continued drop in customer base. B2 through Hotel Movie Network, Inc. has concentrated more on outside installations. The company has been moving more and more from the Pay Per View world because of the addition of the Internet. The larger the Internet has become the less the purchases of Adult products in the Pay Per View World. The main purchases of the Pay PerView products have always been 80% Adult. That 80% with the availability of the Internet has dropped to 30% causing a great loss in revenue.

As mentioned above the Internet in the Hotel world has caused a great drop in revenue because of the lower purchases of the Adult product. This has and will cause a loss of revenue if B2 Digital were to continue in the Pay Per View world of the Hotel market. By looking for more outside business in the installation area we have been able to offset the drop of revenue. The NFL for technical services of the 2008 Super Bowl contracted in 2008 with Hotel Movie Network, Inc. to provide such services. B2 Digital has worked with a leasing company for needed additional equipment for the Wireless WiMax Network. This cuts down the large expenses and moves them into a monthly payment plan. The use of Free Internet in the Hotel markets has caused a drop in revenue based on the lower sales of Adult Products in the Pay Per View Market.

CANCELLATION OF MOB CANDY ENTERPRISES AN ON-LINE MAGAZINE. ADVANCEMENT OF RESIDENTIAL HIGH SPEED WIRELESS INTERNET ACCESS TO SELECTED RURAL AREAS IN ARIZONA. SHARE EXCHANGE WITH CASTLE CREEK SILVER

"Mob Candy Enterprises, Inc. is the publisher of the fast growing, trendy Mob Candy Magazine, an entertainment publication oriented towards both male and female readers. It commits its readers to a certain style and quality in all aspects of their lives, providing probing articles and interviews with personalities from movies, politics, art, books, travel, technology and sports. The magazine has worldwide distribution and in combination with the website expresses attention-grabbing libertarian points of view and street wise commentary from communities around the nation which express the current feeling on political and social issues that its readers face day to day." The website is mobcandymag.com with the production of a reality TV show that is currently in negotiation. As of November 15, 2011 B2 Digital has not been able to finalize this merger. The final negotiations have not been finalized so B2 Digital has been forced to withdraw the Merger offer. Incorporated herein by reference, to be found on, www.pinksheets.com. Posted on November 15, 2010, disclosure, Exhibit 10.1, on page 3.

B2 Digital is further continuing to develop other areas of opportunity. By working with several rural communities it is our desire to offer High-Speed Internet and possibly telephone to many under serviced communities. WiMax is standards-based technology enabling the delivery of last-mile wireless broadband access. WiMax continues to be one of the most talked about and highly anticipated technology developments in the wireless industry-a sector that's seen more than its share of well-hyped initiatives in recent years. In terms of hype cycles, WiMax may actually be eclipsing some of the industry's earlier technologies, primarily because it is viewed as a key for the future convergence of wireless and wire line networks, in addition to promising advancement for broadband wireless services and applications. Worldwide sales of WiMax products have been miniscule so far, but the true test of its potential is about to commence, now that the standards-compliant products are hitting the market for deployment in real commercial networks. B2 Digital has researched this area and found that over 100,000 homes in rural areas of Arizona that are without real Internet service. In many cases the cost to those that do have service reaches \$100.00 per month for service such as DSL. In most cases dial-up is all that is available from the local phone provider. In the case of Satellite Delivery the cost has always been out of reach. B2 Digital owns one patent, registered in the Dominican Republic for video technology. It also owns through the acquisition of Hotel Movie Network various trade names, trademarks, service marks to be actively protected. B2 Digital has further invested funds in B2 Networks which was founded in 2003. B2 Networks now has two broadcast options, B2 PPV TV and B2 Cable. B2 Networks offers Niche Quality Content with select accounts that include NCAA, NAIA and 150 professional sports teams. Currently with 175,000 registered consumers/users growing at 25% annually. It is believed by B2 Digital that there is a need for an alternate route to create and distribute content other than through conventional TV and cable. Through investment of this type it is the desire of B-2 Digital to bring to our shareholders a strong return on their investment.

With the many areas of development that B2 Digital is currently involved in it is our desire to become the peoples' choice by offering the ultimate experience at a reasonable price for entertainment, communications and all broadband services. We will always value our customer's needs and requests, while balancing the requirement to meet our financial responsibility. Our focus will be greater than customer service; it will be on serving the customer.

Business of Castle Creek Silver, Inc.

Castle Creek Silver, Corp. is a mid-tier silver producer through an aggressive acquisition and development plan focused on advanced-stage projects with known silver resources exhibiting potential for expansion. Castle Creek Silver is primarily focused on pursuing early and advanced stage silver-based opportunities in North America, South America, and Mexico. Castle Creek Silver, Inc. is a private company incorporated on June 30, 2008, in the State of Idaho. In March 2010 a Share Exchange Agreement with B2 Digital, Inc. which, subject to an escrow agreement, will result in B2 Digital, Inc. owning one hundred percent of the Castle Creek Silver, Inc. outstanding common shares.

The primary objective of the Company is to conduct exploration and if warranted, development on the Company's precious and base metal projects. Castle Creek Silver's strategy is twofold. First, we intend to acquire high-grade gold-silver properties that may be attractive to potential joint venture partners. Second, we intend to acquire projects that are adjacent to mines that are in production or under development because of mineral deposits tend to occur in clusters. This is known as "head frame exploration". We intend to capitalize on these cost-effective types of opportunities should they become available.

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The value of our Castle Creek Silver, Inc. is subject to fluctuations in the market price of minerals. Our profitability is subject to demand for materials such as gold, silver and copper. We may not have sufficient funds to complete further exploration and development programs. We would need additional funds to develop any material deposits for commercial production. Factors beyond our control may determine whether any mineral deposits we discover are sufficiently economic to be developed into a mine. We require licenses and permits to operate our business which we may not be able to obtain. There are risks associated with mineral exploration that may adversely affect our ability to undertake planned operations. There is uncertainty of mineralization estimates. Our operations make us susceptible to environmental risks. There is no guarantee that legal title to the property in which we have an interest will not be challenged. Mineral exploration and mining activities require compliance with a broad range of law and regulation violation of which can be costly. Land reclamation requirements for exploration properties may be burdensome. We face industry competition for the acquisition of mining properties and the recruitment and retention of qualified personnel. Some directors and officers may have a conflict of interest as a result of their involvement with other natural resource companies. We may not be able to insure our business from certain risks associated with our business. More information on Castle Creek Silver can be found at <http://www.castlecreekmining.com>.

- i. Under the WiMax project we have an installation cost that should provide up to 80% of the total cost. Our main research will deal with a best product line for the best-cost comparison.
- ii. B2 Digital will be purchasing WiMax equipment for advancement of the Wireless network. The customer will cover the basic cost of installation. The distribution of the Network system will require minor capital outlay.
- iii. With the advancement of the WiMax network additional installers will also be required. Also under the share
- iv. Exchange with Castle Creek Silver the expansion of the mining properties will require additional personal.

ITEM V:

LEGAL PROCEEDINGS:

No member of the B2 Board of Directors has had any type conviction in the past five years. B2 Digital through Hotel Movie Network worked out a Settlement Agreement with DirecTV over a transport issue. This settlement was turned into a Judgment as the Company has been unable to make the payment that had been agreed upon in the settlement. Hotel Movie Network as a company has been dissolved.

ITEM VI:

DEFAULT UPON SENIOR SECURITIES:

There have been no Defaults upon Senior Securities in this quarter.

ITEM VII:

OTHER INFORMATION:

- i. Jurisdiction and Date of the Issuer's Incorporation
Delaware, June 3, 2004 File Number:3813471
- ii. Share Structure – Title And Class of Securities Outstanding
Common Stock, CUSIP 11777J304 (176), Trading symbol BTDG.Pk
- iii. Description of Securities
Domestic
Common Stock traded under symbol of BTDG \$0.01 par value per share
- iv. Business Information
Transfer agent is registered under the Exchange Act.
Regulatory authority is the Securities and Exchange Commission
Manhattan Transfer Registrar Company
57 Eastwood Road
Miller Place, New York 11764
Phone: 631-828-8234
Fax: 631-928-6171
- v. Fiscal year end date: March 31.
- vi. Bankruptcy, etc. No Bankruptcy
- vii. Sale of Assets, etc. None
- viii. Default – None
- ix. Major Change in control refer to non-board persons with control as incorporated herein and by reference, to be found on www.pinksheets.com. Posted on June 30, 2010, Annual Report, page 4 & 5.
- x. Major increase in outstanding equity securities as incorporated herein and by reference, to be found on www.pinksheets.com. Posted on June 30, 2010, Annual Report, page 6 & 7.
- xi. Approval of Stock Dividend to shareholders of record as of November 5, 2010. Incorporated herein by reference, to be found on, www.pinksheets.com. Posted on October 27, 2010, Exhibit 10.1, page 3.
- xii. Merger: Mob Candy Enterprises cancelled. Incorporated herein by reference, to be found on, www.pinksheets.com. Posted on November 15, 2010, Exhibit 10.1, on page 3.
- xiii. Cancellation to CBD Group Limited on a Debenture signed on June 30, 2010. Incorporated herein by reference, to be found on, www.pinksheets.com. Posted on November 15, 2010, Exhibit 10.2, on page 4.
- xiv. Approval of Tender offer by Sino-Can Industrial Holding LTD. Incorporated herein by reference, to be found on www.pinksheets.com Posted on December 17, 2010, Exhibit 10.1, page 3.
- xv. Approval of Stock for Salary. The BOD Directors approved a stock for salary for the current CEO Paul LaBarre. In a settlement agreement one years salary was exchanged for stock that would also include piggy-back registration rights under the next registration. Incorporated herein by reference, to be found on www.pinksheets.com posted on December 30, 2010, Exhibit 10.1, page 1
- xvi. De-listed from Bulletin Board for 3 late filings. BTDG prepared and submitted all information in a timely manner, however, the auditing firm of Moore and Associates failed to complete our financials in a timely manner. The PCAOB has subsequently revoked the registration of Moore and Associates because of violations of PCAOB rules and auditing standards in auditing the financial statements, PCAOB rules and quality controls, standards, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 there under and non-cooperation with a Board investigation. B2 Digitalis currently engaging a new PCAOB approved auditing firm.
- xvii. SIC Code – 4841 NACIS codes: 237130: 516110

- xviii. We are currently conducting operations.
- xix. We are not a shell company.
- xx. Subsidiary – B2 Networks – not included in financial statements, Broadband broadcasting of sporting events.
- xxi. We see no effect of existing or probable government regulations on our business.
- xxii. We have spent \$111,368.34 on research and development during the past two years. The cost has been borne by the Company.
- xxiii. There has been no added cost to the Company to comply with local, state and federal laws and there has been no effect on the Company in complying with them.
- xxiv. There are 6 full time employees.
- xxv. Status Quo on all projects as B2 Digital entered into the Shares Exchange with Castle Creek Silver. As B2 Digital continued to work to finalize the WiMax Network bringing it into full operation. Additional equipment has been ordered and several new installations have been completed.
- xxvi. Our main competitor in the delivery of cable programming to hotels was Lodgenet, Inc. We are currently moving out of the hotel market and concentrating on broadband delivery of IP programming into the Rural markets.
- xxvii. Raw materials are utilized in the mining operation of B2 Digital's subsidiary Castle Creek Silver.
- xxviii. Trade names in Arizona for B2 Digital and Castle Creek Silver are for ten (10) years.
- xxix. Currently there is no need for Government approval on any of the projects.
- xxx. Top twenty holders of Common Stock as of December 31, 2010: Information provided by Manhattan Transfer Registrar Company.

	<u>Name</u>	<u>Shares</u>	<u>Ownership%</u>
1.	Raymond De Motte	473,343,750	14.792%
2.	James Ebisch	386,718,750	12.085%
3.	Coast Communications Inc.	220,000,448	6.875%
4.	Camilo Velasquez	219,999,500	6.875%
5.	Quinn Bastian	216,562,500	6.757%
6.	Atlanta Capital Partners LLC	185,625,000	5.791%
7.	Christian Wirth	165,000,000	5.156%
8.	Fredy Orlando Salamanca	82,500,000	2.578%
9.	Piero Sutti S A	82,500,000	2.578%
10.	David Bond	82,500,000	2.578%
11.	Nikolai Terry	61,875,000	1.933%
12.	Gibraltar Global Securities Inc.	32,000,000	1.000%
13.	Rosa Eugenia Calle	19,250,550	0.601%
14.	Paul D.H. LaBarre	19,149,167	0.598%
15.	Gordan Sredl	4,125,000	0.128%
16.	Terri S. LaBarre	2,288,000	0.071%
17.	Andy Gerogens	2,288,000	0.071%
18.	International Cable Equipment	550,000	0.017%
19.	Marcia Pearlstein	264,021	0.003%
20.	Robert Russell	132,001	0.001%

Statement of Shareholders' Equity

	<u>Common Stock</u>		<u>Retained</u>	<u>Earnings</u>
	<u>Shares</u>		<u>Amount</u>	<u>(Deficit)</u>
BALANCE, March 31, 2008	26,979,018		\$2,771,000	\$ -
Dividends on common shares Net income for the period ended March 31, 2009	-		-	\$16,076.57
BALANCE, March 31, 2009	26,979,018		\$2,771,000	\$ -

Dividends on common shares			
Shares of common stock issued for			
Settlement agreement from 2005 at			
\$.02 per share, August 2009 Net income	10,400,000	\$ 208,000	-
for the period ending October 8,2009	_____	_____	<u>\$ -3,463.13</u>
BALANCE, October 8, 2009	37,379.018	\$2,978,000	\$ -
Dividends on common shares			
Net income for the period ending			
December 31, 2009	_____	_____	<u>\$ 20,828.11</u>
BALANCE, December 31, 2009	37,379.018	\$1,114,816.53	\$ -
Dividends on common shares			
<u>C.E.O. Employment Agreement 2010</u>			
as a signing bonus, January 2010			
\$.0025 per share, 50% discounted			
<u>Shares have not been issued as</u>			
<u>of the date of this report</u>	* 5,000,000	*\$ 62,500.00	-
Shares of common stock issued for			
<u>Share Exchange</u> agreement 2010			
\$.0062 per share, March 2010	1,800,000,000	\$11,160,000.00	-
Shares of common stock issued for			
<u>Cimarron Group Limited Assignment</u>			
Agreement 2010, \$.0062 per share,			
March 2010 ,50% discounted	8,000,000,000	\$ 2,480,000.00	-
Shares of common stock issued for			
<u>Coast Communications Limited</u>			
Assignment agreement 2010 , \$0062			
per share, March 2010, 50% discounted			
<u>Shares to be issued in May 2010</u>	* 200,000,000	* \$ 1,240,000.00	
<i>*NOTE: Issue Date moved to July 2010</i>			
Net income for period ending	_____	_____	<u>\$ -</u>
BALANCE, June 30, 2010	2,637,379.018	\$14,879,816.53	\$ -
Dividend on common shares			
C.E.O. Employment Agreement 2010			
As a signing bonus, January 2010			
\$.0025 per share, 50% discounted	5,000,000	\$ 62,500.00	-
Shares of Common stock issued for			
<u>Coast Communications Inc. Limited</u>			
Assignment Agreement 2010, \$.0062			
Per share, March 2010, 50% discounted	200,000,000	\$ 1,240,000.00	-
A 10% dividend for shareholders of			
Record on November 5, 2010	282,644,620	\$ 141,322.31	

Net income for period ending	_____	_____	\$ _____
Balance, December 31, 2010	3,125,023,638	\$ 15,625,118.19	-

The un-audited financial statements for the issuer as of December 31, 2010 are hereby incorporated herein with accompanying notes that are an integral part of the consolidated financial statements.

ITEM VIII.

EXHIBITS:

- i. Materials Contracts – None for this reporting period.
- ii. B2 Digital's Articles of Incorporation and Bylaws, which are incorporated herein by reference, can be found on www.pinksheets.com Posted on September 25, 2009.

ITEM IX:

ISSUER'S CERTIFICATIONS

I, Paul D.H. LaBarre, certify that:

- 1. I have reviewed this disclosure statement dated December 31, 2010, of B2 Digital Corporation:
- 2. Based on my knowledge, this disclosure statement does not contain any untrue statements of material fact or omit to state a material fact necessary to make statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
- 3. Based on my knowledge, the financial statements, other financial information included or incorporated by reference in this disclosure and cash flows of the issuer as of, and for, the periods presented in this disclosure document.

Date: February 15, 2011

/s/ Paul D.H. LaBarre
Paul D.H. LaBarre, President & CEO