

B2DIGITAL, INCORPORATED

QUARTERLY REPORT

For the three months ended

June 30, 2017

Company Address:

4522 West Village Drive

Suite 215

Tampa, Florida 33624

Telephone: (813) 961-3051

B2Digital, Incorporated (“B2Digital” or the “Issuer”) maintains an internet website at www.b2digitalotc.com. Information on the Issuer’s website is not incorporated by reference into this report and should not be considered part of this document.

**IRS Employer
Identification No.**

84-0916299

CUSIP

11777J 30 4

Trading Symbol

BTDG

ISSUER’S EQUITY SECURITIES

Common Stock

\$0.00001 Par Value per Share

5,000,000,000 Common Shares Authorized

4,519,867,388 Common Shares Issued and Outstanding

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this Quarterly Report has not been filed with or approved by the Securities and Exchange Commission, any State Securities Commission, the Financial Industry Regulatory Authority, or any other regulatory body. This Quarterly Report contains forward-looking statements within the meaning of the securities laws. The words “anticipate,” “assume,” “believe,” “budget,” “estimate,” “expect,” “forecast,” “intend,” “plan,” “project,” “will,” “should” and similar expressions are intended to identify forward-looking statements. These statements relate to future events and involve known and unknown risks, uncertainties and other factors that may cause the Issuer’s actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the Issuer’s control and which could, and likely will, materially affect actual results, levels of activity, performance or achievements. Any forward-looking statement reflects the Issuer’s current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. The Issuer assumes no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

B2DIGITAL, INCORPORATED
QUARTERLY REPORT
For the three months ended
June 30, 2017

1) NAME OF ISSUER

B2Digital, Incorporated

2) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

Company Headquarters:

4522 West Village Drive
Suite 215
Tampa, Florida 33624
Telephone: (813) 961-3051
Email: info@b2digitalotc.com
Website: www.b2digitalotc.com

Investor Relations:

B2Digital, Incorporated
Attn: Investor Relations
4522 West Village Drive
Suite 215
Tampa, Florida 33624
Email: info@b2digitalotc.com
Website: www.b2digitalotc.com

3) SECURITY INFORMATION

- **Trading Symbol:** BTDG
- **Exact title and class of securities outstanding:** Common Stock, par value \$0.00001 per share (the "Common Stock")
- **CUSIP:** 11777J 30 4
- **Par or Stated Value:** \$0.00001 per share
- **Total shares authorized:** 5,000,000,000 shares as of August 9, 2017
- **Total shares outstanding:** 4,519,867,388 shares as of August 9, 2017
- **Transfer Agent Information:**

Manhattan Transfer Registrar Company (the “Transfer Agent”)
531 Cardens Court
Erie, Colorado 80513
Telephone: (631) 928-7655
Fax: (631) 209-8143

The Transfer Agent is registered under the Securities Exchange Act of 1934, as amended.

- **List any restrictions on the transfer of security:** None.
- **Describe any trading suspension orders issued by the SEC in the past 12 months:** None.
- **List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:**

On June 20, 2017, the Issuer provided notice to the Financial Industry Regulatory Authority (“FINRA”) of its intention to effect a 100-to-1 reverse stock split of the Issuer’s Common Stock (the “Reverse Stock Split”). The Reverse Stock Split will apply to all stockholders of record as of July 10, 2017. Pursuant to the terms of the Reverse Stock Split, no fractional shares will be issued to any stockholder. Instead of issuing such fractional shares, the Issuer will issue one post-Reverse Stock Split share of Common Stock for each fractional interest created by the Reverse Stock Split.

In connection with the Reverse Stock Split, no proportional adjustment to the conversion basis, voting rights or any other rights applicable to the Issuer’s Series A Convertible Preferred Stock (“Series A Preferred Stock”) will be made.

The Issuer expects to complete the Reverse Stock Split during the second quarter of 2017.

On June 22, 2017, the Issuer announced that it has signed an agreement to acquire 100% of the equity interest in Hard Rock Promotions LLC, the owner of Hard Rock MMA in Kentucky. The purchase price is \$49,000 in cash and \$100,000 of restricted Common Stock of the Issuer. The acquisition is expected to close following completion of the Reverse Stock Split and satisfaction of other closing conditions.

4) ISSUANCE HISTORY

List below any events, in chronological order, that resulted in changes in total shares outstanding by the Issuer in the past two fiscal years and any interim period. The list shall

include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);**
 - B. Any jurisdictions where the offering was registered or qualified;**
 - C. The number of shares offered;**
 - D. The number of shares sold;**
 - E. The price at which the shares were offered, and the amount actually paid to the issuer;**
 - F. The trading status of the shares; and**
 - G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.**
- On August 24, 2015, Good Hunting Communications, Inc. loaned the Issuer \$21,000 in exchange for a convertible promissory note issued by the Issuer (the “August 2015 Note”). Pursuant to the terms of the August 2015 Note, the principal amount of the loan bears interest at 7.5% per annum and was scheduled to mature on April 29, 2017. On the maturity date, all outstanding principal under the note was convertible into Common Stock at a 50% discount to the average trading price over the five trading days preceding conversion. No shares of Common Stock have been issued to date in connection with the conversion of the August 2015 Note. The Issuer relied on the exemption from registration afforded under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), in connection with the issuance of the August 2015 Note. Paul D.H. LaBarre and Andrew Georgens, each directors of the Issuer, also serve on the board of directors of Good Hunting Communications, Inc.
 - On November 15, 2016, Good Hunting Communications, Inc. loaned the Issuer \$16,000 in exchange for a convertible promissory note issued by the Issuer (the “November 2016 Note”). Pursuant to the terms of the November 2016 Note, the principal amount of the loan bears interest at 7.5% per annum and is scheduled to mature on December 31, 2017. On the maturity date, all outstanding principal under the note will be convertible into Common Stock at a 50% discount to the average trading price over the five trading days preceding conversion. No shares of Common Stock have been issued to date in connection with the conversion of the August 2015 Note. The Issuer relied on the exemption from registration afforded under Section

4(a)(2) of the Securities Act in connection with the issuance of the August 2015 Note. Paul D.H. LaBarre and Andrew Georgens, each directors of the Issuer, also serve on the board of directors of Good Hunting Communications, Inc.

- On May 4, 2017, the Issuer issued 100,000,000 shares of restricted Common Stock to B2 Management Group LLC in exchange for \$10,000. B2 Management Group LLC is wholly owned and controlled by Mr. Greg P. Bell, the Issuer's Chairman and Chief Executive Officer. The shares were issued in reliance on the safe harbor afforded under Rule 506 under the Securities Act. The shares are "restricted securities" for purposes of the Securities Act and the certificates evidencing the shares contain legends noting that they may not be resold other than pursuant to registration under the Securities Act or an available exemption therefrom.
- On May 8, 2017, the Issuer issued an additional 200,000,000 shares of restricted Common Stock to B2 Management Group LLC in exchange for \$20,000. The shares were issued in reliance on the safe harbor afforded under Rule 506 under the Securities Act. The shares are "restricted securities" for purposes of the Securities Act and the certificates evidencing the shares contain legends noting that they may not be resold other than pursuant to registration under the Securities Act or an available exemption therefrom.

5) FINANCIAL STATEMENTS

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A. Balance sheet;**
- B. Statement of income;**
- C. Statement of cash flows;**
- D. Financial notes; and**
- E. Audit letter, if audited**

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the

required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

The Issuer's unaudited financial statements for the three months ended June 30, 2017, together with the notes thereto, are attached to this Quarterly Report as Exhibit A and are incorporated herein by reference.

6) DESCRIPTION OF THE ISSUER'S BUSINESS, PRODUCTS AND SERVICES

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

- A. a description of the issuer's business operations;**
- B. date and state (or jurisdiction) of incorporation;**
- C. the issuer's primary and secondary SIC Codes;**
- D. the issuer's fiscal year end date; and**
- E. principal products or services, and their markets.**

B2Digital, Inc. was incorporated as a Delaware corporation on June 3, 2004. Historically, the Issuer had been a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry. In the past the Issuer had provided the video services to over 50,000 hotel rooms in the lodging industry. Pay-Per View lost a great deal of market share due to the increased internet use by hotel guests. With this loss the Issuer's Board of Directors agreed to dissolve Hotel Movie Network on March 11, 2010.

In February 2017, the Issuer's Board of Directors approved a complete restructuring, new management team and strategic direction for the company. Capitalizing on its history in television, video and technology, the Issuer is now forging ahead and becoming a full service live event sports company.

Since the restructuring, the company has been led by a management team headed by the Issuer's Chairman and CEO, Greg P. Bell. The management team has over 30 years of global experience developing more than 20 companies in the Sports, Television, Entertainment, Digital Distribution and Banking Transaction industries. As part of its growth strategy, B2Digital intends to continue to develop and acquire assets meeting its business model with the goal of becoming a Premier Vertically Integrated LIVE Event Sports Company.

B2Digital is currently building an integrated LIVE Event Minor League for the MMA Mixed Martial Arts marketplace, through the creation and development of Minor League champions expected to graduate to MMA Major Leagues from the B2 Fighting Series. The company

intends to continue to sponsor and operate LIVE Events, acquire existing MMA Promotions, and invite those champions to the B2 Fighting Series Regional and National Championship Series. Throughout this process, B2Digital expects to own all media and merchandising rights, as well as the digital distribution networks for the B2 Fighting Series.

B2Digital's future plans beyond its initial growth strategy include the addition of Sports, Leagues, Tournaments and Special Events to its LIVE Event content. The Issuer hopes to capitalize on its technology and business model to broaden the revenue base of the Live Events core business. B2Digital also expects to develop and expand its B2 LIVE Event Systems and Technologies. These include Systems for Event Management, Digital Ticketing Sales, Digital Video Distribution, Digital Marketing, PPV (Pay per View), Fighter Management, Merchandise Sales, Brand Management and Financial Control Systems.

B2Digital currently operates under SIC Code 7941 – Professional Sports Clubs and Promoters. The Issuer's fiscal year runs from April 1 – March 31 of each year.

7) DESCRIPTION OF THE ISSUER'S FACILITIES

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Issuer does not currently own or lease any properties or facilities. The Issuer expects to lease new office space in the future to the extent consistent with its business model.

8) OFFICERS, DIRECTORS, AND CONTROL PERSONS

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of

more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

- Executive Officers:
 - Greg P. Bell, Chief Executive Officer
 - Andrew Georgens, Secretary
 - Paul D.H. LaBarre, Executive Vice President
- Directors:
 - Greg P. Bell
 - Andrew Georgens
 - Paul D.H. LaBarre
- > 5% Beneficial Owners:
 - B2 Management Group LLC
 - Paul D.H. LaBarre
 - T.S. McDermott
 - Real Hip-Hop Network
 - Robert Russell
 - Tristan V. Stonger
 - Tamara J. Hunt

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

On June 26, 2013, Paul D.H. LaBarre, the Issuer's Executive Vice President and a director, was convicted of improper use of a satellite signal in connection with the previously disclosed action involving DirecTV. Mr. LaBarre was sentenced to five years' probation in connection with the conviction.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state

securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None.

- C. **Beneficial Shareholders.** Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Below is a table showing the names, addresses and percentage ownership of each holder of the Company's Common Stock beneficially owning more than ten percent of the Common Stock as of August 9, 2017.

Name	Address	Percentage of Common Stock Outstanding as of 8/9/17
Paul D. H. LaBarre	1112 W. Farmdale Ave. Mesa, AZ 85210-3427	13.7%
Real Hip-Hop Network	c/o Antonn Muhammad 6208 85th Pl. New Carrollton, MD 20784-2733	11.1%

In addition to the Common Stock, the Issuer has authorized a total of 50,000,000 shares of preferred stock, currently designated as Series A Convertible Preferred Stock and Series B Convertible Preferred Stock ("Series B Preferred Stock"). 2,000,000 shares of Series A Preferred Stock are currently issued and outstanding. The Series A Preferred Stock votes with the Common Stock on all matters to be voted on by the common stock on an as-converted basis. On such matters, each holder of Series A Preferred Stock is entitled to 240 votes for each share of Series A Preferred Stock held by such shareholder.

The Series A Preferred Stock is held by the following persons in the following amounts:

B2 Management Group LLC*	850,000 shares
Paul D.H. LaBarre	850,000 shares**
Robert Russell	200,000 shares
Andrew Georgens	100,000 shares

* B2 Management Group LLC is wholly owned and controlled by Mr. Greg P. Bell, the Issuer's Chairman and Chief Executive Officer. B2 Management Group LLC's address is 4522 West Village Drive, Suite 215, Tampa, Florida 33624.

** On January 22, 2017, Mr. LaBarre granted an irrevocable proxy to B2 Management Group LLC with respect to 150,001 shares of Mr. LaBarre's Series A Preferred Stock (the "Proxy Shares"). The proxy gives B2 Management Group LLC the right to exercise all voting rights with respect to the Proxy Shares at any time on or before January 22, 2018.

No shares of Series B Preferred Stock have been issued.

9) **THIRD PARTY PROVIDERS**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel:

Name: Betty Arkell, Esq.
Firm: Holland & Hart LLP
Address: 555 17th Street
Suite 3200
Denver, Colorado 80202
Telephone: (303) 295-8321
Email: BArkell@hollandhart.com

Auditor:

Name: Andre Nel, CPA
Firm: Goldin Peiser & Peiser, LLP
Address: 16800 N. Dallas Parkway
Suite 240
Dallas, Texas 75248
Telephone: (214) 635-2607
Email: ANel@GPPcpa.com

Investor Relations
B2Digital, Incorporated
Attn: Investor Relations
4522 West Village Drive
Suite 215
Tampa, Florida 33624
Email: info@b2digitalotc.com
Website: www.b2digitalotc.com

10) ISSUER'S CERTIFICATIONS

I, Greg P. Bell, certify that:

1. I have reviewed this Quarterly Report of B2Digital, Inc. for the three months ended June 30, 2017.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the 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.
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the Issuer as of, and for, the periods presented in this disclosure statement.

/s/ Greg P. Bell

Name: Greg P. Bell

Title: Chairman and Chief Executive Officer

(Principal Executive Officer and Principal Financial Officer)

Date: August 14, 2017

Exhibit A

[See attached.]



Dallas Office
8343 Douglas Avenue
Suite 400
Dallas, Texas 75225
214.393.9300 Main

whitleypenn.com

B2 DIGITAL INCORPORATED

FINANCIAL STATEMENTS

**Three Months Ended June 30, 2017
with Accountants' Compilation Report**

B2 DIGITAL INCORPORATED

FINANCIAL STATEMENTS

Three Months Ended June 30, 2017

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ACCOUNTANTS' COMPILATION REPORT

Board of Directors and Stockholders

B2 Digital Incorporated

Management is responsible for the accompanying financial statements of B2 Digital Incorporated, which comprise the balance sheet as of June 30, 2017, and the related statements of operations, changes in stockholders' deficit, and cash flows for the three months then ended, and the related notes to the financial statements in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or the completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on these financial statements.

We are not independent with respect to B2 Digital Incorporated.

A handwritten signature in black ink that reads "Whitley Penn LLP". The signature is written in a cursive, flowing style.

Dallas, Texas
August 11, 2017

B2 DIGITAL INCORPORATED
BALANCE SHEET
June 30, 2017

Assets

Current assets

Cash	\$ 26,756
Total current assets	<u>26,756</u>

Other assets

RHN Stock	600
Deposits	<u>20,000</u>
Total other assets	<u>20,600</u>

Total assets	<u><u>\$ 47,356</u></u>
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Liabilities and Stockholders' Deficit

Current liabilities

Accounts payable	\$ 5,750
Notes payable to related parties	<u>78,065</u>
Total current liabilities	<u>83,815</u>

Total liabilities	<u>83,815</u>
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Stockholders' deficit

Common stock	45,199
Preferred stock	20
Additional paid in capital	2,099,125
Accumulated deficit	<u>(2,180,803)</u>
Total stockholders' deficit	<u>(36,459)</u>

Total liabilities and stockholders' deficit	<u><u>\$ 47,356</u></u>
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B2 DIGITAL INCORPORATED
STATEMENT OF OPERATIONS
Three Months Ended June 30, 2017

Sales	\$ -
Cost of goods sold	<u>-</u>
Gross profit	-
General and administrative expenses	<u>10,844</u>
Loss from continuing operations	(10,844)
Other expense	
Interest expense	<u>884</u>
Total other expense	884
Net loss	<u>\$ (11,728)</u>

B2 DIGITAL INCORPORATED
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
Three Months Ended June 30, 2017

	Common Stock	Preferred Stock	Additional Paid-In Capital	Accumulated Deficit	Total
Balance March 31, 2017	\$ 42,199	\$ 20	\$ 2,072,125	\$ (2,169,075)	\$ (54,731)
Issuance of common stock	3,000		27,000		30,000
Net loss	-		-	(11,728)	(11,728)
Balance June 30, 2017	<u>\$ 45,199</u>	<u>\$ 20</u>	<u>\$ 2,099,125</u>	<u>\$ (2,180,803)</u>	<u>\$ (36,459)</u>

B2 DIGITAL INCORPORATED
STATEMENT OF CASH FLOWS
Three Months Ended June 30, 2017

Cash flows from operating activities	
Net loss	\$ (11,728)
Adjustments to reconcile net loss to net cash used by operating activities:	
Accounts payable	(9,500)
Accrued other expenses	884
Deposits	(20,000)
Net cash used by operating activities	<u>(40,345)</u>
 Cash flows from financing activities	
Proceeds from notes payable	37,100
Issuance of common stock	30,000
Net cash provided by financing activities	<u>67,100</u>
 Increase in cash	26,756
 Cash at beginning of period	<u>-</u>
Cash at end of period	<u><u>\$ 26,756</u></u>

B2 DIGITAL INCORPORATED
NOTES TO FINANCIAL STATEMENTS
Three Months Ended June 30, 2017

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS

In February 2017, the Board of Directors of B2 Digital Incorporated ("B2 Digital" or the "Company") approved a complete restructuring, new management team and strategic direction for the company. Capitalizing on its history in television, video and technology, the Company is now forging ahead and becoming a full service live event sports company.

The Chairman and CEO of the Company is now Greg P. Bell. Mr. Bell has over 30 years of global experience developing more than 20 companies in the sports, television, entertainment, digital distribution and banking transaction industries. Capitalizing on the combination of his expertise, relationships and experience as well as his involvement with more than 40,000 live events over his career for major sports leagues and entertainment venues, B2 Digital is in the process of developing and acquiring companies to become a premier vertically integrated live event sports company.

B2 Digital's first strategy is to build an integrated live event Minor League for the Mixed Martial Arts (MMA) marketplace, which is a billion dollar industry. B2 Digital will be creating and developing Minor League champions that will move on to the MMA Major Leagues from the B2 Fighting Series (B2FS). This will be accomplished by sponsoring operating live events, acquiring existing MMA promotions and then inviting those champions to the B2FS Regional and National Championship Series. B2 Digital will own all media and merchandising rights and digital distribution networks for the B2FS. This concept was developed and test marketed for 2 years by Mr. Bell's B2 Management, LLC.

2017 marked the kickoff of the B2FS by sponsoring and acquiring MMA regional promotion companies for the development of the B2FS. The second strategy is that the company plans to add additional sports, leagues, tournaments and special events to its live event business model. This will enable B2 Digital to capitalize on their core technologies and business models that will be key to broadening the revenue base of the company's live event core business. B2 Digital will also be developing and expanding the B2 Digital live event systems and technologies. These include systems for event management, digital ticketing sales, digital video distribution, digital marketing, Pay-Per View (PPV), fighter management, merchandise sales, brand management and financial control systems.

Historically, B2 Digital had been a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry. In the past B2 Digital had provided the video services to over 50,000 hotel rooms in the lodging industry. PPV lost a great deal of market share due to the increased internet use by hotel guests. With this loss the B2 Digital Board of Directors agreed to dissolve Hotel Movie Network on March 11, 2010.

NOTE 2 - ACCOUNTING POLICIES

The significant accounting policies of the Company are as follows:

Basis of Accounting

The accounts are maintained and the financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from these estimates and assumptions.

Cash

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. At June 30, 2017, the Company had no such investments. The Company maintains deposits primarily in one financial institution, which may at times exceed amounts covered by insurance provided by the U.S. Federal Deposit Insurance Corporation ("FDIC"). The Company has not experienced any losses related to amounts in excess of FDIC limits.

B2 DIGITAL INCORPORATED
NOTES TO FINANCIAL STATEMENTS
Three Months Ended June 30, 2017

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 is organized as a corporation for federal income tax purposes. Through June 30, 2017 the Company has an accumulated deficit of \$2,180,803. Due to uncertainty of realization for these losses a full valuation allowance is expected. Accordingly, no provision has been made for federal income taxes in the accompanying financial statements.

Recently Adopted Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board issued Accounting Standards Update No. 2014-15, Presentation of Financial Statements – Going Concern, requiring Partnership management to evaluate, on an annual basis, whether there are any conditions or events, considered in the aggregate, that would raise substantial doubt about the Partnership’s ability to continue as a going concern within one year after the date that the financial statements are issued. The guidance further defines substantial doubt and the disclosure requirements necessary once substantial doubt is identified. The guidance is effective for annual periods ending after December 15, 2016. The Company has adopted this guidance during the three months ended June 30, 2017.

NOTE 3 - GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The company has historically relied upon loans from Good Hunting, Inc. as a source of working capital. With the change in strategic direction, B2 Management, LLC is in the position to fund operations for the next twelve months. Any additional capital needs will come in the form of convertible debt.

NOTE 4 - RELATED PARTY

Good Hunting, Inc.

Pursuant to B2 Digital Resolution dated April 27, 2015, a Promissory Note was entered into between B2 Digital and Good Hunting, Inc. in the amount of \$21,000. The note bears a 7.5% interest rate and was to be paid in full before April 29, 2017. Upon written request the note may be converted to common stock under Rule 144. As of June 30, 2017 the note had not been converted to stock. The due date has been extended and interest was accrued through June 30, 2017.

Pursuant to B2 Digital Resolution dated April 27, 2016, a Promissory Note was entered into between B2 Digital and Good Hunting, Inc. in the amount of \$15,000. The note bears a 7.5% interest rate and shall be paid in full before December 31, 2017. Upon written request the note may be converted to common stock under Rule 144.

At June 30, 2017, B2 Digital had total notes payable to Good Hunting, Inc. of \$40,746. Accrued interest on the notes totaled \$4,746 as of June 30, 2017, and is included in the note payable balance.

The Chairman of Good Hunting, Inc., Tamara J. Hunt, is also a beneficial shareholder (12.422% of common stock) of B2 Digital. In addition Paul D.H. LaBarre serves on the Board of Directors for both Good Hunting, Inc. and B2 Digital.

B2 Management, LLC

During May, 2017 notes totaling \$37,100 were entered into with B2 Management, LLC. The notes bear a 4% interest rate and shall be paid in full within four years.

At June 30, 2017, B2 Digital had total notes payable to B2 Management, LLC of \$37,319. Accrued interest on the notes totaled \$218 as of June 30, 2017, and is included in the note payable balance.

B2 DIGITAL INCORPORATED
NOTES TO FINANCIAL STATEMENTS
Three Months Ended June 30, 2017

B2 Management, LLC has as its sole member, Greg P. Bell. Mr. Bell is Chief Executive Officer and Chairman of B2 Digital.

NOTE 5 - EQUITY

B2 Digital has 5,000,000,000 shares of common stock authorized and 4,519,867,388 shares issued and outstanding. The common stock has a par value of \$0.00001.

On May 4, 2017, B2 Digital Board of Directors authorized Manhattan Transfer to send a certificate for 100,000,000 shares of B2 Digital Common Stock under Rule 144 (Restricted) to B2 Management, LLC. Payment for said shares of Ten-Thousand Dollars (\$10,000) had been received on May 4, 2017 and deposited in the B2 Digital checking account. Mr. Greg P. Bell has a relationship with both B2 Digital as a member of the Board of Directors and with B2 Management LLC of ownership. The shares were initially authorized by Board of Directors Resolution dated February 8, 2017.

On May 6, 2017, B2 Digital Board of Directors authorized Manhattan Transfer to send a certificate for 200,000,000 shares of B2 Digital Common Stock under Rule 144 (Restricted) to B2 Management, LLC. Payment for said shares of Twenty-Thousand Dollars (\$20,000) had been received on May 6, 2017 and deposited in the B2 Digital checking account. Mr. Greg P. Bell has a relationship with both B2 Digital as a member of the Board of Directors and with B2 Management LLC of ownership.

In addition there are 50,000,000 shares authorized as preferred stock, of which 40,000,000 are designated as Series B and 2,000,000 are designated as Series A. 8,000,000 shares have yet to be designated. All 2,000,000 shares of Series A preferred are issued and outstanding. Each share of Series A preferred is convertible into 240 shares of common stock.

NOTE 6 - CONTINGENCIES

On February 6, 2017 an agreement was reached with Manhattan Transfer to satisfy outstanding invoices. All past accounts are scheduled to be paid in full on September 15, 2017. The current balance is included in accounts payable.

NOTE 7 - SUBSEQUENT EVENTS

In preparing the accompanying financial statements, management has evaluated all subsequent events and transactions for disclosure through August 11, 2017, the date the financial statements were available for issuance and no other items, in management's opinion, have occurred through that date.

On June 21, 2017, B2 Digital announced that it has notified the Financial Industry Regulatory Authority ("FINRA") that the Company intends to effect a 100-for-1 reverse stock split, which the Company expects will become effective in the second quarter of 2017.

On June 22, 2017, B2 Digital announced that it has signed an agreement to acquire 100% of the equity interest in Hard Rock Promotions LLC, the owner of Hard Rock MMA in Kentucky. The purchase price is \$49,000 in cash and \$100,000 of restricted common stock in B2 Digital. The acquisition is expected to close following completion of the reverse stock split and other closing conditions.