

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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FILER

Viper Resources, Inc.

CIK: **1350421** | IRS No.: **000000000** | State of Incorporation: **NV** | Fiscal Year End: **1130**
Type: **10-Q** | Act: **34** | File No.: **000-52788** | Film No.: **13526889**
SIC: **1381** Drilling oil & gas wells

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

FORM 10 - Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended November 30, 2012
- or
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number: 000-52788

Viper Resources, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

26-2113613

(IRS Employer Identification No.)

**800 E. Colorado Blvd., Suite 888
Pasadena, California 91101**

(Address of principal executive offices)

(626) 683-7330

(Registrant's telephone number, including area code)

(Former Name, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one).

Large accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of January 14, 2013 there were 99,116,214 shares of the issuer's common stock, par value \$0.00001, outstanding.

VIPER RESOURCES, INC.
FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED NOVEMBER 30, 2012
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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

To the extent that the information presented in this Quarterly Report on Form 10-Q for the quarter ended November 30, 2012 discusses financial projections, information or expectations about our products or markets, or otherwise makes statements about future events, such statements are forward-looking. We are making these forward-looking statements in reliance on the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks and uncertainties that could cause actual results to differ materially from such forward-looking statements. These risks and uncertainties are described, among other places in this Quarterly Report, in “Management’s Discussion and Analysis of Financial Condition and Results of Operations”.

In addition, we disclaim any obligations to update any forward-looking statements to reflect events or circumstances after the date of this Quarterly Report. When considering such forward-looking statements, you should keep in mind the risks referenced above and the other cautionary statements in this Quarterly Report.

PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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VIPER RESOURCES, INC
(Formerly Cobra Oil and Gas Company)
BALANCE SHEET

	November 30, 2012 <i>(Unaudited)</i>	May 31, 2012
ASSETS		
Current assets		
Cash and cash equivalent	\$ 2,989	\$ 12,238
Total assets (all current)	\$ 2,989	\$ 12,238
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 19,669	\$ 5,481
Loans payable (current portion)	30,000	30,000
Total current liabilities	49,669	35,481
Loans payable (non-current portion)	-	-
Total liabilities	49,669	35,481
Stockholders' equity		
Preferred stock, \$.00001 par value; 100,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock, \$.00001 par value; 300,000,000 authorized; 99,116,214 shares issued and outstanding as of November 30, 2012 and May 31, 2012	991	991
Additional paid in capital	7,043,222	7,043,222
Deficit accumulated during development stage	(7,090,893)	(7,067,456)
Total stockholders' equity	(46,680)	(23,243)
Total liabilities and stockholders' equity	\$ 2,989	\$ 12,238

See accompanying notes to financial statements

VIPER RESOURCES, INC
(Formerly Cobra Oil and Gas Company)
UNAUDITED STATEMENT OF OPERATIONS

	Three months ended November 30,		Six months ended November 30,		November 18, 2005 (inception) through November 30,
	2012	2011	2012	2011	2012
	\$	\$	\$	\$	\$
Revenue	-	-	-	-	-
Operating expenses					
General and administrative expenses	12,677	22,333	23,437	43,003	7,073,784
Total operating expenses	<u>12,677</u>	<u>22,333</u>	<u>23,437</u>	<u>43,003</u>	<u>7,073,784</u>
Loss from operations	<u>(12,677)</u>	<u>(22,333)</u>	<u>(23,437)</u>	<u>(43,003)</u>	<u>(7,073,784)</u>
Other income / (expenses)					
Other income	-	-	-	-	1,509
Loss on disposal of office equipments	-	-	-	-	(1,592)
Interest expenses	-	(166)	-	(333)	(17,026)
Total other income / (expense)	<u>-</u>	<u>(166)</u>	<u>-</u>	<u>(333)</u>	<u>(17,109)</u>
Net loss	<u>(12,677)</u>	<u>(22,499)</u>	<u>(23,437)</u>	<u>(43,336)</u>	<u>(7,090,893)</u>
Basic and diluted loss per common shares	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>	
Weighted average shares outstanding	<u>99,116,214</u>	<u>84,116,214</u>	<u>99,116,214</u>	<u>84,116,214</u>	

See accompanying notes to financial statements

VIPER RESOURCES, INC
(Formerly Cobra Oil and Gas Company)
UNAUDITED STATEMENT OF CASH FLOWS

	Six months ended November 30,		November 18, 2005 (inception) through November 30, 2012
	<u>2012</u>	<u>2011</u>	
Cash flows from operating activities			
Net loss	\$ (23,437)	\$ (43,336)	\$ (7,090,893)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Donated office space and services	-	-	13,500
Depreciation	-	-	1,304
Exploration costs - lease write downs	-	-	5,339,871
Compensatory stock issuances	-	-	317,000
Changes operating assets and liabilities:			
Other assets	-	-	-
Accounts payable	14,188	29,268	27,966
Accounts payable - related parties	-	-	-
Accrued interest	-	333	-
Net cash provided by (used in) operating activities	<u>(9,249)</u>	<u>(13,735)</u>	<u>(1,391,252)</u>
Cash flows from investing activities			
Purchase of equipment and furniture	-	-	(2,896)
Loss on disposal of equipment and furniture	-	-	1,592
Oil and gas properties	-	-	(691,871)
Net cash used in investing activities	<u>-</u>	<u>-</u>	<u>(693,175)</u>
Cash flows from financing activities			
Common stock issued for cash	-	-	1,940,450
Proceeds from loans	-	-	146,966
Net cash provided by financing activities	<u>-</u>	<u>-</u>	<u>2,087,416</u>
Net change in cash and cash equivalent	(9,249)	(13,735)	2,989
Cash and cash equivalent at the beginning of period	<u>12,238</u>	<u>39,984</u>	<u>-</u>
Cash and cash equivalent at the end of period	<u>\$ 2,989</u>	<u>\$ 26,249</u>	<u>\$ 2,989</u>
Supplemental disclosures of cash flow Information:			
Cash paid for interest	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Cash paid for income taxes	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Supplemental disclosure of non-cash investing and financing activities:			
Issuance of securities for services rendered	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

See accompanying notes to financial statements

VIPER RESOURCES, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS
November 30, 2012

NOTE 1 - CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial positions, results of operations, and cash flows on November 30, 2012, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's May 31, 2012 and 2011 audited financial statements. The results of operations for the three months ended November 30, 2012 are not necessarily indicative of the operating results for the full year.

NOTE 2 - NOTES PAYABLE - RELATED PARTY

On June 30, 2011, the Company took a loan from American Compass Inc., a sister company, in the amount of \$20,000. This was a non-interest bearing and unsecured loan. The loan was repaid in October, 2011. In May, 2012, the Company accepted another loan from American Compass Inc. in the amount of \$30,000. This is also a non-interest bearing and unsecured loan due on May 31, 2013.

NOTE 3 - SUBSEQUENT EVENTS

Management has reviewed material events subsequent to the three months ended November 30, 2012 and prior to the filing of financial statements in accordance with FASB ASC 855 "Subsequent Events". No additional disclosures are required.

ITEM 2. MANAGEMENT' S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our audited consolidated financial statements and the accompanying notes included elsewhere in this Quarterly Report on Form 10-Q.

The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of various factors, including those discussed elsewhere in this quarterly report.

We were incorporated in the State of Nevada on November 18, 2005 to purchase, operate and develop oil and gas properties. We never achieved any revenues from our oil and gas operations and in May 2012 determined to discontinue all such operations. We are presently attempting attempt to acquire other assets or business operations that will maximize shareholder value. No specific assets or businesses have been definitively identified and there is no certainty that any such assets or business will be identified or any transactions will be consummated.

Our plan is to locate a viable business venture in which we can participate. The selection of a business opportunity in which to participate is complex and extremely risky and will be made by management in the exercise of its business judgment. There is no assurance that we will be able to identify and acquire any business opportunity that will ultimately prove to be beneficial to us and our shareholders.

We are pursuing our search for a business opportunity primarily through our officers and directors, although other sources, such as professional advisors, securities broker-dealers, venture capitalists, members of the financial community, and others, may present unsolicited proposals. Our activities are subject to several significant risks that arise primarily as a result of the fact that we have no specific business and may acquire or participate in a business opportunity based on the decision of management which will, in all probability, act without the consent, vote, or approval of our shareholders. A description of the manner in which we will pursue the search for and participation in a business venture is described above.

We expect that we will need to raise funds in order to effectuate our business plans. We intend initially to seek additional investors to purchase our stock to provide us with working capital to fund our operations. Thereafter, we will seek to establish or acquire businesses or assets with additional funds raised either via the issuance of shares or debt. There can be no assurance that additional capital will be available to us. We may seek to raise the required capital by other means. We may have to issue debt or equity or enter into a strategic arrangement with a third party. We currently have no agreements, arrangements or understandings with any person to obtain funds through bank loans, lines of credit or any other sources. Our inability to raise funds will have a severe negative impact on our ability to remain a viable company. In pursuing the foregoing goals, we may seek to expand or change the composition of the Board or make changes to our current capital structure, including issuing additional shares or debt and adopting a stock option plan.

We do not expect to generate any revenues over the next twelve months. Our principal business objective for the next 12 months will be to seek, investigate and, if such investigation warrants, engage in a business combination with a private entity whose business presents an opportunity for our shareholders.

During the next 12 months we anticipate incurring costs related to filing of Exchange Act reports, and costs relating to consummating an acquisition. We believe we will be able to meet these costs through use of funds in our treasury and additional amounts, as necessary, to be loaned by or invested in us by our stockholders, management or other investors, although no assurance can be given that this will prove to be the case. We have no specific plans, understandings or agreements with respect to the raising of such funds, and we may seek to raise the required capital by the issuance of equity or debt securities or by other means. We estimate that the level of working capital needed for these general and administrative costs for the next twelve months will be approximately \$150,000. However, this estimate is subject to change, depending on the number of transactions in which we ultimately become involved.

In its report dated August 24, 2012, our auditors, Sam Kan & Company expressed an opinion that there is substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustments that may result from the outcome of this uncertainty. We have generated no operating revenues since our inception. We had an accumulated deficit of \$7,090,893 as of November 30, 2012. Our continuation as a going concern is dependent upon future events, including our ability to raise additional capital and to generate positive cash flows.

Presently we have four full-time employees consisting of our executive officers, Dianwen Ju, Jimmy Wang, Xiao Chen and Guofeng Xu. Changes in the number of employees during the next twelve months will be a function of the level of business activity.

We intend to contract out certain technical and administrative functions on an as-needed basis in order to conduct our operating activities. Our management team will select and hire these contractors and manage and evaluate their work performance.

Results of Operations

Revenues

We have had no revenues since our inception.

Expenses

Due to decreases in our general and administrative expenses, our operating expenses during the three and six months ended November 30, 2012 decreased to \$12,677 and \$23,437 from \$22,333 and \$43,003 during the three and six months ended November 30, 2011.

Net Loss

We incurred net losses for the three and six months ended November 30, 2012 of \$12,677 and \$23,437. We incurred net losses for the three and six months ended November 30, 2011 of \$22,499 and \$43,336. The decrease in net losses was directly attributable to the decreases in our general and administrative expenses.

Liquidity and Capital Resources

At November 30, 2012 we had a working capital deficit of \$46,680 compared to a working capital deficit of \$23,243 at May 31, 2012. Current liabilities increased to \$49,669 at November 30, 2012 from \$35,481 at May 31, 2012 due to an increase in accounts payable. Current assets decreased to \$2,989 at November 30, 2012 from \$12,238 at May 31, 2012 due to a decrease in cash and cash equivalents.

Management will attempt to raise capital for its current operational needs through loans from related parties, debt financing, equity financing or a combination of financing options. However, there are no existing understandings, commitments or agreements for extension of outstanding notes or an infusion of capital, and there are no assurances to that effect. Moreover, the Company's need for capital may change dramatically if and during that period, it acquires an interest in a business opportunity. Unless the Company can obtain additional financing, its ability to continue as a going concern is doubtful.

Off-Balance Sheet Arrangements

We have never entered into any off-balance sheet financing arrangements and have not formed any special purpose entities. We have not guaranteed any debt or commitments of other entities or entered into any options on non-financial assets.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Our Disclosure Controls

Under the supervision and with the participation of our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this quarterly report (the "Evaluation Date"). Based on this evaluation, our chief executive officer and chief financial officer concluded as of the Evaluation Date that our disclosure controls and procedures were effective such that the information relating to us, including our consolidated subsidiaries, required to be disclosed in our Securities and Exchange Commission ("SEC") reports (i) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and (ii) is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the quarter ended November 30, 2012 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the ordinary course of our business, we may from time to time become subject to routine litigation or administrative proceedings which are incidental to our business. We are not presently a party to nor are we aware of any existing, pending or threatened lawsuits or other legal actions involving us.

ITEM 1A. RISK FACTORS

Not applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

We made no sales of equity securities during the three months ended November 30, 2012.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

(a) Exhibits.

- 31.1 Rule 13(a)-14(a)/15(d)-14(a) Certification of Principal Executive Officer
- 31.2 Rule 13(a)-14(a)/15(d)-14(a) Certification of Principal Financial Officer
- 32.1 Rule 1350 Certification of Chief Executive Officer
- 32.2 Rule 1350 Certification of Chief Financial Officer

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VIPER RESOURCES, INC.

Dated: January 14, 2013

By: /s/ Dianwen Ju
Dianwen Ju
President and Chief Executive Officer

By: /s/ Xiao Chen
Xiao Chen
Chief Financial Officer

CERTIFICATIONS

I, Dianwen Ju, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Viper Resources, Inc.;
2. Based on my knowledge, this report 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f)) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2013

/s/ Dianwen Ju _____
Dianwen Ju
Principal Executive Officer

CERTIFICATIONS

I, Xiao Chen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Viper Resources, Inc.
2. Based on my knowledge, this report 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f)) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 14, 2013

/s/ Xiao Chen
Xiao Chen
Principal Financial Officer

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Viper Resources, Inc. (the "Company") on Form 10-Q for the quarter ended November 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Dianwen Ju, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that;

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Dianwen Ju _____

Name: Dianwen Ju

Title: Chief Executive Officer

Date: January 14, 2013

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Viper Resources, Inc. (the "Company") on Form 10-Q for the quarter ended November 30, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Xiao Chen, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that;

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

/s/ Xiao Chen

Name: Xiao Chen

Title: Chief Financial Officer

Date: January 14, 2013

**RELATED PARTY
TRANSACTIONS (Details)
(USD \$)**

May 31, 2012 Jun. 30, 2011

Loan from American Compass Inc., \$ 20,000

Accepted another loan from American Compass Inc \$ 30,000

SUBSEQUENT EVENTS

6 Months Ended

Nov. 30, 2012

SUBSEQUENT EVENTS

SUBSEQUENT EVENTS

NOTE 3 - SUBSEQUENT EVENTS

Management has reviewed material events subsequent to the three months ended November 30, 2012 and prior to the filing of financial statements in accordance with FASB ASC 855 "Subsequent Events". No additional disclosures are required.

BALANCE SHEET (USD \$)

	Nov. 30, 2012	May 31, 2012
<u>Current assets</u>		
<u>Cash and cash equivalent</u>	\$ 2,989	\$ 12,238
<u>Total assets (all current)</u>	2,989	12,238
<u>Current liabilities</u>		
<u>Accounts payable</u>	19,669	5,481
<u>Loans payable (current portion)</u>	30,000	30,000
<u>Total current liabilities</u>	49,669	35,481
<u>Loans payable (non-current portion)</u>	0	0
<u>Total liabilities</u>	49,669	35,481
<u>Stockholders' equity</u>		
<u>Preferred stock, \$.00001 par value; 100,000,000 shares authorized; no shares issued or outstanding</u>	0	0
<u>Common stock, \$.00001 par value; 300,000,000 authorized; 99,116,214 shares issued and outstanding as of November 30, 2012 and May 31, 2012</u>	991	991
<u>Additional paid in capital</u>	7,043,222	7,043,222
<u>Deficit accumulated during development stage</u>	(7,090,893)	(7,067,456)
<u>Total stockholders' equity</u>	(46,680)	(23,243)
<u>Total liabilities and stockholders' equity</u>	\$ 2,989	\$ 12,238

**CONDENSED FINANCIAL
STATEMENTS**

**6 Months Ended
Nov. 30, 2012**

**CONDENSED FINANCIAL
STATEMENTS**

**CONDENSED FINANCIAL
STATEMENTS**

NOTE 1 - CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial positions, results of operations, and cash flows on November 30, 2012, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's May 31, 2012 and 2011 audited financial statements. The results of operations for the three months ended November 30, 2012 are not necessarily indicative of the operating results for the full year.

**NOTES PAYABLE
RELATED PARTY**

**6 Months Ended
Nov. 30, 2012**

**NOTES PAYABLE
RELATED PARTY**

NOTES PAYABLE RELATED PARTY NOTE 2 - NOTES PAYABLE - RELATED PARTY

On June 30, 2011, the Company took a loan from American Compass Inc., a sister company, in the amount of \$20,000. This was a non-interest bearing and unsecured loan. The loan was repaid in October, 2011. In May, 2012, the Company accepted another loan from American Compass Inc. in the amount of \$30,000. This is also a non-interest bearing and unsecured loan due on May 31, 2013.

BALANCE SHEET
PARENTHETICALS (USD Nov. 30, 2012 May 31, 2012
\$)

Preferred Stock, par value	\$ 0.00001	\$ 0.00001
Preferred Stock, shares authorized	100,000,000	100,000,000
Common Stock, par value	\$ 0.00010	\$ 0.00010
Common Stock, shares authorized	300,000,000	300,000,000
Common Stock, shares issued	99,116,214	99,116,214
Common Stock, shares outstanding	99,116,214	99,116,214

**Document and Entity
Information**

**6 Months Ended
Nov. 30, 2012**

Jan. 10, 2013

Document and Entity Information

<u>Entity Registrant Name</u>	Viper Resources,Inc.	
<u>Document Type</u>	10-Q	
<u>Document Period End Date</u>	Nov. 30, 2012	
<u>Amendment Flag</u>	false	
<u>Entity Central Index Key</u>	0001350421	
<u>Current Fiscal Year End Date</u>	--05-31	
<u>Entity Common Stock, Shares Outstanding</u>		99,116,214
<u>Entity Filer Category</u>	Smaller Reporting Company	
<u>Entity Current Reporting Status</u>	Yes	
<u>Entity Voluntary Filers</u>	No	
<u>Entity Well-known Seasoned Issuer</u>	No	
<u>Document Fiscal Year Focus</u>	2013	
<u>Document Fiscal Period Focus</u>	Q2	

UNAUDITED STATEMENT OF OPERATIONS (USD \$)	3 Months Ended		6 Months Ended		84 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012
<u>Revenue</u>	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
<u>Operating expenses</u>					
<u>General and administrative expenses</u>	12,677	22,333	23,437	43,003	7,073,784
<u>Total operating expenses</u>	12,677	22,333	23,437	43,003	7,073,784
<u>Loss from operations</u>	(12,677)	(22,333)	(23,437)	(43,003)	(7,073,784)
<u>Other income / (expenses)</u>					
<u>Other income</u>	0	0	0	0	1,509
<u>Loss on disposal of office equipments</u>	0	0	0	0	(1,592)
<u>Interest expenses</u>	0	(166)	0	(333)	(17,026)
<u>Total other income / (expense)</u>	0	(166)	0	(333)	(17,109)
<u>Net loss</u>	\$ (12,677)	\$ (22,499)	\$ (23,437)	\$ (43,336)	\$ (7,090,893)
<u>Basic and diluted loss per common shares</u>	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	
<u>Weighted average shares outstanding</u>	99,116,214	84,116,214	99,116,214	84,116,214	

**UNAUDITED STATEMENT
OF CASH FLOWS (USD \$)**

	6 Months Ended		84 Months Ended
	Nov. 30, 2012	Nov. 30, 2011	Nov. 30, 2012
<u>Cash flows from operating activities</u>			
<u>Net loss</u>	\$ (23,437)	\$ (43,336)	\$ (7,090,893)
<u>Adjustments to reconcile net loss to net cash provided by (used in) operating activities:</u>			
<u>Donated office space and services</u>	0	0	13,500
<u>Depreciation</u>	0	0	1,304
<u>Exploration costs - lease write downs</u>	0	0	5,339,871
<u>Compensatory stock issuances</u>	0	0	317,000
<u>Changes operating assets and liabilities:</u>			
<u>Other assets</u>	0	0	0
<u>Accounts payable</u>	14,188	29,268	27,966
<u>Accounts payable - related parties</u>	0	0	0
<u>Accrued interest</u>	0	333	0
<u>Net cash provided by (used in) operating activities</u>	(9,249)	(13,735)	(1,391,252)
<u>Cash flows from investing activities</u>			
<u>Purchase of equipment and furniture</u>	0	0	(2,896)
<u>Loss on disposal of equipment and furniture</u>	0	0	1,592
<u>Oil and gas properties</u>	0	0	(691,871)
<u>Net cash used in investing activities</u>	0	0	(693,175)
<u>Cash flows from financing activities</u>			
<u>Common stock issued for cash</u>	0	0	1,940,450
<u>Proceeds from loans</u>	0	0	146,966
<u>Net cash provided by financing activities</u>	0	0	2,087,416
<u>Net change in cash and cash equivalent</u>	(9,249)	(13,735)	2,989
<u>Cash and cash equivalent at the beginning of period</u>	12,238	39,984	0
<u>Cash and cash equivalent at the end of period</u>	2,989	26,249	2,989
<u>Supplemental disclosures of cash flow Information:</u>			
<u>Cash paid for interest</u>	0	0	0
<u>Cash paid for income taxes</u>	0	0	0
<u>Supplemental disclosure of non-cash investing and financing activities:</u>			
<u>Issuance of securities for services rendered</u>	\$ 0	\$ 0	\$ 0