

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

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2014

OR

TRANSITION REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 000-29219

**VIKING INVESTMENTS GROUP,  
INC.**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

98-0199508

(IRS Employer Identification No.)

1330 Avenue of the Americas, Suite 23 A, New  
York, NY

(Address of principal executive offices)

10019

(Zip Code)

(212) 653 0946

Issuer's telephone number

138 Pinxian Road, Suite 906  
Shanghai, China, 200070

(Former name, former address and former fiscal year, 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.

Large Accelerated Filer

Accelerated Filer

Non 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

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS**

As of March 31, 2014, the registrant had 19,906,875 shares of common stock outstanding.

## VIKING INVESTMENTS GROUP, INC.

### Part I – Financial Information

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PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

VIKING INVESTMENTS GROUP, INC.  
Interim Consolidated Balance Sheets  
(Amounts expressed in US dollars)

	March 31, 2014	December 31, 2013
	(Unaudited)	
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 1,807	\$ 12,239
Prepaid expenses and deposits	811	9,641
	<u>2,618</u>	<u>21,880</u>
Leasehold improvements	-	5,053
<b>TOTAL ASSETS</b>	<b><u>\$ 2,618</u></b>	<b><u>\$ 26,933</u></b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>		
<b>CURRENT LIABILITIES</b>		
Other payable	\$ 17,531	\$ 2,865
Accrued liabilities	128,269	110,247
Amount due to director (Note 3)	126,216	77,715
Short term loan (Note 4)	-	-
Convertible notes (Note 7)	89,108	115,246
<b>TOTAL LIABILITIES</b>	<b><u>361,124</u></b>	<b><u>306,073</u></b>
Going Concern (Note 1)		
Related Party Transactions (Note 3)		
Subsequent Events (Note 9)		
<b>STOCKHOLDERS' DEFICIENCY</b>		
Capital Stock (Note 6)		
Preferred stock, \$0.001 par value, 5,000,000 shares authorized, 28,092 shares issued and outstanding as of March 31, 2014 and December 31, 2013	\$ 28	\$ 28
Common stock, \$0.001 par value, 100,000,000 shares Authorized, 19,906,875 shares issued and outstanding as of March 31, 2014, and 18,758,657 shares issued and outstanding as of December 31, 2013	19,908	18,760
Additional Paid-In Capital (Note 6)	6,235,885	6,116,054
Deficit	(6,616,200)	(6,415,793)
Accumulated other comprehensive income	1,873	1,811
<b>TOTAL STOCKHOLDERS' DEFICIENCY</b>	<b><u>\$ (358,506)</u></b>	<b><u>\$ (279,140)</u></b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY</b>	<b><u>\$ 2,618</u></b>	<b><u>\$ 26,933</u></b>

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

**VIKING INVESTMENTS GROUP, INC.**  
**Interim Consolidated Statements Of Operations And Comprehensive Loss**  
**(Unaudited)**  
**(Amounts expressed in US dollars)**

	<b>Three months ended,</b>	
	<b>March 31,</b>	
	<b>2014</b>	<b>2013</b>
	<b>\$</b>	<b>\$</b>
Revenue:	-	-
General and administrative expenses:		
Office supplies and services	9,846	15,076
Professional fees	19,842	37,236
Rent	12,643	4,307
Wages	65,675	29,393
Total general and administrative expenses	108,006	86,012
Loss from operations	(108,006)	(86,012)
Change in fair value of convertible notes	(94,979)	-
Gain on extinguishment of debt	138	-
Other income	2,440	26
Loss from continuing operations	(200,407)	(85,986)
Foreign currency translation adjustment	62	(55)
Net loss and Comprehensive loss	(200,345)	(86,041)
Loss per common share - Basic and diluted	(0.011)	(0.004)
Weighted average number of common shares outstanding – basic and diluted	19,001,622	24,059,555

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

**VIKING INVESTMENTS GROUP, INC**  
**Interim Consolidated Statements Of Cash Flows**  
**(Unaudited)**  
**(Amounts expressed in US dollars)**

	<b>Three months Ended March 31, 2014</b>	<b>Three months Ended March 31, 2013</b>
	<b>\$</b>	<b>\$</b>
Cash flows from operating activities:		
Net loss	(200,407)	(85,986)
Change in fair value of convertible note	94,979	-
Gain on extinguishment of debt	(138)	-
Amortization	5,053	758
Issuance of common shares for expense and service	-	30,000
Increase (decrease) in other payables	14,666	(17,394)
Increase in accrual expenses	18,022	5,893
Decrease (increase) in other receivables	8,830	(4,307)
<b>Net cash used in operating activities</b>	<b>(58,995)</b>	<b>(71,036)</b>
Cash flows from investing activities:		
Leasehold improvements	-	(9,093)
<b>Net cash used in investing activities</b>	<b>-</b>	<b>(9,093)</b>
Cash flows from financing activities:		
Amount due to Director	48,501	395
Repayment of Short-term loan	-	(79,282)
<b>Net cash provided by (used in) financing activities</b>	<b>48,501</b>	<b>(78,887)</b>
Effect of exchange rate changes on cash	62	(55)
Net increase/(decrease) in cash	(10,432)	(159,071)
Cash, beginning of period	12,239	159,297
Cash, end of period	1,807	226

Supplemental Cash Flow Information (See Note 5)

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

**VIKING INVESTMENTS GROUP, INC.**  
**Interim Consolidated Statements of Stockholders' Deficiency**  
**(Unaudited)**  
**(Amounts expressed in US dollars)**

	<u>Common Shares</u>		<u>Preferred Stock</u>		<u>Additional</u>	<u>Accumulated</u>		<u>Total</u>
	<u>Number</u>	<u>Amount</u>	<u>Number</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Other</u>	<u>Deficit</u>	<u>Stockholders'</u>
		\$		\$	\$	\$	\$	Equity
								\$
Balance at December 31, 2011	18,553,778	18,554	-	-	5,428,460	-	(5,467,089)	(20,075)
Net Loss	-	-	-	-	-	-	(430,790)	(430,790)
Foreign currency translation adjustment	-	-	-	-	-	1,613	-	1,613
Expenses assumed by stockholders	422,778	423	-	-	46,427	-	-	46,850
Issuance for loan collateral	879,196	879	-	-	(879)	-	-	-
Issuance of preferred stock in exchange of the common stock	(28,092)	(28)	28,092	28	-	-	-	-
Issuance of new shares to shareholder	3,205,960	3,206	-	-	155,715	-	-	158,921
Issuance of new shares to investor	1,649,665	1,649	-	-	164,940	-	-	162,589
Balance at December 31, 2012	24,683,285	24,684	28,092	28	5,790,663	1,613	(5,897,879)	(80,891)
Net loss	-	-	-	-	-	-	(517,914)	(517,914)
Foreign currency translation adjustment	-	-	-	-	-	198	-	198
Issuance of new shares for legal services	200,000	200	-	-	29,800	-	-	30,000
Issuance of new shares to shareholders	2,067,510	2,068	-	-	266,709	-	-	268,777
Issuance of new shares - convertible notes	159,151	159	-	-	20,531	-	-	20,690
Returned loan collateral	(879,196)	(879)	-	-	879	-	-	-
Cancellation of shares due to repurchase of CNWD	(7,472,093)	(7,472)	-	-	7,472	-	-	-
Balance at December 31, 2013	18,758,657	18,760	28,092	28	6,116,054	1,811	(6,415,793)	(279,140)
Net loss	-	-	-	-	-	-	(200,407)	(200,407)
Foreign currency translation adjustment	-	-	-	-	-	62	-	62
Issuance of new shares – convertible notes	615,764	616	-	-	67,118	-	-	67,734
Issuance of new shares – convertible notes	532,454	532	-	-	52,713	-	-	53,245
Balance at March 31, 2014	19,906,875	19,908	28,092	28	6,235,885	1,873	(6,616,200)	(358,506)

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



**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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**Note 1 Nature of Business and Going Concern**

The Company was incorporated under the laws of the State of Florida on May 3, 1989 as Sparta Ventures Corp. and remained inactive until June 27, 1998. The name of the Company was changed to Thermal Ablation Technologies Corporation on October 8, 1998 and then to Poker.com, Inc. on August 10, 1999. On September 15, 2003, the Company changed its name to Legal Play Entertainment Inc. and on November 8, 2006, the name of the Company was changed to Synthenol Inc. Effective November 3, 2008, the Company merged with and into a wholly-owned subsidiary, SinoCubate, Inc., which remained the surviving entity of the merger. SinoCubate, Inc. was formed in the State of Nevada on September 11, 2008. The merger resulted in a change of name of the Company from Synthenol Inc. to SinoCubate, Inc. and a change in the state of incorporation of the Company from Florida to Nevada. On June 13, 2012, the Company changed its name to Viking Investments Group, Inc., ("Viking Investments" or "the Company") and effective July 16, 2012, the Financial Industry Regulatory Authority ("FINRA") approved this name change, and the Company's ticker symbol was changed to "VKIN."

Beginning in November 2008, the Company sought to enter into contractual arrangements with entities that allow the Company to either purchase outright the assets and/or business operations of such entities or to enter into business arrangements, such as joint ventures or similar combinations with such entities to manage and operate such entities. In 2011, the Company began providing incubation and consulting services to emerging market companies. Commencing from the third quarter of the 2012 fiscal year, the Company started to generate revenue and is no longer considered a development stage enterprise.

The company established a registered representative office in Shanghai City, People's Republic China ("PRC") and through which the Company carries out certain permitted activities.

The Company incurred recurring losses and had a net loss of \$200,407 and \$85,986 for the three months ended March 31, 2014 and March 31, 2013 respectively. As at March 31, 2014, the Company's cumulative deficit amounted to \$6,616,200, and the Company had a cash balance of \$1,807 and a working capital deficiency of \$358,506. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances; however there is no assurance of additional funding being available.



**Note 2 Summary of Significant Accounting Policies**

a) Basis of Presentation

The accompanying unaudited financial statements have been prepared in conformity with U.S. generally accepted accounting principles (“GAAP”) for interim financial information, the instructions to SEC Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In preparing the financial statements, management is required 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 balance sheet and the reported amounts of revenues and expenses for the period. Actual results could differ significantly from those estimates. The accompanying unaudited consolidated financial statements and the following notes should be read in conjunction with the audited consolidated financial statements and the notes thereto in the Company’s Form 10-K for the year ended December 31, 2013.

b) Basis of Consolidation

The financial statements presented herein reflect the consolidated financial results of the Company and its wholly owned subsidiary, Viking Investments Group LLC, a Delaware limited liability company. All significant intercompany transactions and balances have been eliminated upon consolidation.

c) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the reported amounts and timing of revenues and expenses, the reported amounts and classification of assets and liabilities, and disclosure of contingent assets and liabilities. The Company’s actual results could vary materially from management’s estimates and assumptions. Significant areas requiring the use of management estimates relate to the determination of expected tax rates for future income tax recoveries, stock-based compensation and impairment of long-term investment.

**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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d) Financial Instruments

ASC Topic 820-10, "Fair Value Measurements and Disclosures," requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 820-10, "Financial Instruments," defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the balance sheets for other receivables, other payable, accrued liabilities, short term loan and due to director each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

- Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

e) Cash

Cash includes bank deposits and cash on hand.

f) Loss per Share

Basic net loss per share is computed by dividing the net loss by the weighted-average number of common shares outstanding during the period. Diluted net loss per share is computed by dividing the net loss by the weighted-average number of common shares and, adjusted by any effects of warrants and options outstanding, if dilutive, that may add to the number of common shares during the period. There were no common stock equivalent shares outstanding at March 31, 2014 and 2013 that have been included in the diluted loss per share calculation as the effects would have been anti-dilutive.

**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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g) Revenue Recognition

Revenues from contracts for consulting services with fees based on time and materials are recognized as the services are performed and amounts are earned in accordance with the Securities and Exchange Commission (the "SEC") Staff Accounting Bulletin ("SAB") No. 101, "Revenue Recognition in Financial Statements" ("SAB 101"), as amended by SAB No. 104, "Revenue Recognition" ("SAB 104"). The Company considers amounts to be earned once evidence of an arrangement has been obtained, services are delivered, fees are fixed or determinable, and collectability is reasonably assured. In such contracts, the Company's efforts, measured by time incurred, typically represent the contractual milestones or output measure, which is the contractual earnings pattern. For consulting contracts with fixed fees, the Company recognizes revenues in accordance with contract terms, and when the services are delivered, price is determinable and the revenue is earned or collectable.

h) Comprehensive Income

FASB ASC 220 "Comprehensive Income," establishes standards for the reporting and display of comprehensive income and its components in the consolidated financial statements. For the three months ended March, 2014 and 2013, comprehensive loss was \$ (200,345) and \$ (86,041) respectively.

i) Income Taxes

The Company accounts for income taxes under FASB Codification Topic 740-10-25 ("ASC 740-10-25"). Under ASC 740-10-25, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740-10-25, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets likely. The Company did not incur any material impact to its financial condition or results of operations due to the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The Company is subject to U.S federal jurisdiction income tax examinations for the tax years 2006 through 2014. In addition, the Company is subject to state and local income tax examinations for the tax years 2006 through 2014.

**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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j) Stock-Based Compensation

The Company may issue stock options to employees and stock options or warrants to non-employees in non-capital raising transactions for services and for financing costs. The Company has adopted ASC Topic 718 (formerly SFAS 123R), “Accounting for Stock-Based Compensation”, which establishes a fair value method of accounting for stock-based compensation plans. In accordance with guidance now incorporated in ASC Topic 718, the cost of stock options and warrants issued to employees and non-employees is measured on the grant date based on the fair value. The fair value is determined using the Black-Scholes option pricing model. The resulting amount is charged to expense on the straight-line basis over the period in which the Company expects to receive the benefit, which is generally the vesting period.

The fair value of stock warrants was determined at the date of grant using the Black-Scholes option pricing model. The Black-Scholes option model requires management to make various estimates and assumptions, including expected term, expected volatility, risk-free rate, and dividend yield. The expected term represents the period of time that stock-based compensation awards granted are expected to be outstanding and is estimated based on considerations including the vesting period, contractual term and anticipated employee exercise patterns. Expected volatility is based on the historical volatility of the Company’s stock. The risk-free rate is based on the U.S. Treasury yield curve in relation to the contractual life of stock-based compensation instrument. The dividend yield assumption is based on historical patterns and future expectations for the Company dividends.

k) Leasehold Improvements

Leasehold improvements are recorded at cost less accumulated amortization and accumulated impairment losses. Costs include expenditures that are directly attributable to the acquisition of the asset. Amortization is recognized in the statement of operations over the estimated useful lives of the related assets using the following annual rate and method:

Leasehold Improvements	Straight line over period of lease
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**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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l) Long-term Investment

Management determines the appropriate classification of investment securities at the time of purchase. Securities are classified held-to-maturity when the Company has both the positive intent and ability to hold the securities to maturity. Held-to-maturity securities are stated at amortized cost. Securities that are bought and held principally for the purpose of selling in the near term are classified as trading securities and reported at fair value, with unrealized gains and losses included in earnings. Securities not classified as held-to-maturity or trading are classified as available-for-sale. Available-for-sale securities are stated at fair value, with the impairment losses, net of income taxes, charged to net income in the period in which it occurs.

The fair value of securities is based on quoted market prices. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. A decline in the market value of any available-for-sale or held-for-maturity security below cost that is deemed to be other-than-temporary results in a reduction in carrying amount to fair value.

Impairments that are considered other-than-temporary are recognized as a loss in the consolidated statements of operations. The Company considers various factors in reviewing impairments, including the length of time and extent to which fair value has been less than the Company's cost basis, the financial condition and near-term prospects of the issuer, and the Company's intent and ability to hold the investments for a period of time sufficient to allow for any anticipated recovery in market value.

As at March 31, 2014 and 2013, the Company had no trading and held-to-maturity securities. The Company's long-term investment in the China Wood Shares was written off as of December 31, 2011, and repurchased by Viking Nevis on August 15, 2013. See Note 3 for more information regarding the China Wood Shares.

m) Foreign Currency Exchange

An entity's functional currency is the currency of the primary economic environment in which it operates, normally that is the currency of the environment in which the entity primarily generates and expends cash. Management's judgment is essential to determine the functional currency by assessing various indicators, such as cash flows, sales price and market, expenses, financing and inter-company transactions and arrangements. Functional currency of the parent company is U.S. Dollar. The reporting currency of the Company is U.S. Dollar, and the functional currency of its PRC operation is RMB. PRC is the primary economic environment in which the Representative Office operates. The reporting currency of these consolidated financial statements is the U.S. Dollar.

**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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For financial reporting purposes, the financial statements of the Company's Representative Office which is prepared using the RMB are translated into the Company's reporting currency, the U.S. dollar. Assets and liabilities are translated using the exchange rate at each balance sheet date. Revenue and expenses are translated using average rates prevailing during each reporting period, and shareholders' equity is translated at historical exchange rates. Adjustments resulting from the translation are recorded as a separate component of accumulated other comprehensive income in stockholders' equity.

n) Convertible Notes Payable

The Company accounts for conversion options embedded in convertible notes in accordance with ASC 815. ASC 815 generally requires companies to bifurcate conversion options embedded in convertible notes from their host instruments and to account for them as free standing derivative financial instruments.

The Company has evaluated the terms and conditions of the convertible note under the guidance of ASC 815. The conversion feature did not meet the definition of "indexed to a company's own stock" provided for in ASC 815 due to the down round protection feature. Therefore, the conversion feature requires bifurcation and liability classification. Additionally, the default put requires bifurcation because it is indexed to risks that are not associated with credit or interest risk. As a result, the compound embedded derivative comprises of (i) the embedded conversion feature and (i) the default put. Rather than bifurcating and recording the compound embedded derivative as a derivative liability, the Company elected to initially and subsequently measure the convertible note in its entirety at fair value, with changes in fair value recognized in earnings in accordance with ASC 815-15-25-4.

o) Recently Accounting Pronouncements

The Financial Accounting Standards Board and other entities issued new or modifications to, or interpretations of, existing accounting guidance during 2014. Management has carefully considered the new pronouncements that altered generally accepted accounting principles and does not believe that any other new or modified principles will have a material impact on the Company's reported financial position or operations in the near term.

**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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**Note Related Party Transactions**

**3.**

On April 3, 2009, the Company entered into an agreement with Viking Investments Group, LLC, a Delaware limited liability company (“Viking Delaware”) owned by Viking Investments Group, LLC, a company controlled and managed by the Company’s Chairman, Chief Executive Officer and President, Tom Simeo, incorporated under the laws of The Federation of St. Kitts and Nevis, (“Viking Nevis”), providing that effective August 15, 2008, Viking Delaware would pay for any services performed on behalf of the Company by third parties until such time that Viking Delaware (or Viking Nevis) is no longer the majority shareholder of the Company. On August 2, 2011, effective as of April 1, 2011, Viking Delaware agreed to advance and pay all third party costs for the Company as needed, but the Company had an obligation to reimburse Viking Delaware at a later stage upon demand from Viking Delaware. As of August 29, 2011, Viking Delaware’s rights and obligations were transferred to Viking Nevis.

On June 29, 2011, and on August 29, 2011, Viking Investments, LLC, a company controlled and managed by the Company’s Chairman, Chief Executive Officer and President, Tom Simeo, incorporated under the laws of The Federation of St. Kitts and Nevis, (“Viking Nevis”) sold 100,000 and 466,813 shares respectively of China Wood, Inc., publicly listed in the United States with the ticker “CNWD”, (the “China Wood Shares”) owned by Viking Nevis, in exchange for 1,912,000 and 12,569,420 newly issued restricted shares of common stock of the Company respectively. By August 29, 2011, Viking Nevis completed the sale of the China Wood Shares by having delivered a total of 566,813 shares of common stock in China Wood, Inc. to the Company. The China Wood Shares were registered in a Form S-1 Registration Statement declared effective by the SEC on April 7, 2011. The China Wood Shares were subject to a “Leak-Out Provision” whereby only a certain amount of shares could be sold per month up and until the first anniversary of the effective day of the aforementioned registration statement (April 7, 2012).

These investments were fully impaired as of December 31, 2011, and were repurchased by Viking Nevis on April 15, 2013.

On November 16, 2012, Viking Nevis purchased 3,205,960 restricted shares of common stock of the Company for an aggregate purchase price of \$158,921. The purchase price has been paid, and the shares were issued on December 27, 2012.

As at March 31, 2014, the net amount due to the Company’s CEO and Director, Mr. Simeo, is \$126,216 (December 31, 2013: \$77,715). The balance is non-interest bearing, has no fix term of repayment and is payable on demand.

**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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**Note Short-term Loan**  
**4.**

On March 22, 2012, the Company entered into a six-month loan agreement with a third party for the amount of \$79,282 (RMB500,000 equivalents) with collateral of 879,196 common shares of the company provided to the third party. The loan was repayable on September 20, 2012. The due date of the loan was extended and was settled on January 10, 2013, and the collateral was returned to the Company accordingly.

**Note Supplemental Cash Flow Information**  
**5.**

<b>Three months ended</b>	
<b>March 31,</b>	
<b>2014</b>	<b>2013</b>

Non-Cash transactions:

Common shares issued for expenses and services	-	30,000
Conversion of convertible note	46,000	-

**Note 6. Capital Stock and Additional Paid-in Capital**

On February 20, 2014, a convertible note holder elected to convert \$25,000 principal amount of the convertible note dated May 21, 2013, into 615,764 shares of the Company's common stock at a fair value of \$0.11 per share in accordance with the convertible note agreement. See Note 7. These shares were issued on March 5, 2014.

On March 12, 2014, a convertible note holder elected to convert \$21,000 principal amount of the convertible note dated May 21, 2013, into 532,454 shares of the Company's common stock at a fair value of \$0.10 per share in accordance with the convertible note agreement. See Note 7. These shares were issued on March 20, 2014.



**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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**Note 7. Convertible Notes**

(a) May 21, 2013 Convertible Note

On May 21, 2013, the Company issued a \$58,000 8% convertible note with a term expiring on February 28, 2014 (the "Maturity Date"). The principal amount of the note and interest is payable on the maturity date. The note is convertible into common stock beginning 180 days after the issuance date, at the holder's option, at a 42% discount to the average of the five lowest closing bid prices of the common stock during the ten trading day period prior to conversion. In the event the Company prepays the note in full, the Company is required to pay off all principal, interest and any other amounts owing multiplied by (i) 110% if prepaid during the period commencing on the closing date through 30 days thereafter, (ii) 115% if prepaid 31 days following the closing through 60 days following the closing, (iii) 120% if prepaid 61 days following the closing through 90 days following the closing, (iv) 125% if prepaid 91 days following the closing through 120 days following the closing, (v) 130% if prepaid 121 days following the closing through the 150 days following the closing, (vi) 135% if prepaid 151 days following the closing through the 180 days following the closing, and (vii) the Company shall have no right of prepayment after the expiration of 180 days following the closing. The terms of the convertible note provide for certain redemption features which include features indexed to equity risks. In the event of default, the amount of principal and interest not paid when due bear interest at the rate of 22% per annum and the note becomes immediately due and payable.

The Company has evaluated the terms and conditions of the convertible note under the guidance of ASC 815. The conversion feature did not meet the definition of "indexed to a company's own stock" provided for in ASC 815 due to the down round protection feature. Therefore, the conversion feature requires bifurcation and liability classification. Additionally, the default put requires bifurcation because it is indexed to risks that are not associated with credit or interest risk. As a result, the compound embedded derivative comprises of (i) the embedded conversion feature and (i) the default put. Rather than bifurcating and recording the compound embedded derivative as a derivative liability, the Company elected to initially and subsequently measure the convertible note in its entirety at fair value, with changes in fair value recognized in earnings in accordance with ASC 815-15-25-4.

The following table reflects the allocation of the purchase on the inception date:

Convertible Note, Face Value	\$ 58,000
Convertible promissory note, Fair Value	106,522
Day-one derivative loss	(48,522)

On December 5, 2013, the note holder elected to convert \$12,000 principal amount of the convertible note dated May 21, 2013 into 159,151 shares of the Company's common stock at a fair value of \$0.13 per share in accordance with the agreement. These shares were issued on December 17, 2013. A gain of \$422 was recorded on the extinguishment of the debt.

On February 20, 2014, a convertible note holder elected to convert \$25,000 principal amount of the convertible note dated May 21, 2013, into 615,764 shares of the Company's common stock at a fair value of \$0.11 per share in accordance with the convertible note agreement. These shares were issued on March 5, 2014. A gain of \$138 was recorded on the extinguishment of the debt.

**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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On March 12, 2014, a convertible note holder elected to convert \$21,000 principal amount of the convertible note dated May 21, 2013, into 532,454 shares of the Company's common stock at a fair value of \$0.10 per share in accordance with the convertible note agreement. These shares were issued on March 20, 2014.

On March 31, 2014, the convertible note was fully converted. A loss of \$47,940 associated with the changes in the fair value of convertible note was recorded for the three month period ended March 31, 2014.

(b) October 23, 2013 Convertible Note

On October 28, 2013, the Company issued a \$16,000 8% convertible note with a term expiring on July 30, 2014 (the "Maturity Date"). The principal amount of the note and interest is payable on the maturity date. The note is convertible into common stock beginning 180 days after the issuance date, at the holder's option, at a 60% discount to the average of the three lowest closing bid prices of the common stock during the ten trading day period prior to conversion. The terms of the convertible note provide for certain redemption features which include features indexed to equity risks. In the event of default, the amount of principal and interest not paid when due bear interest at the rate of 22% per annum and the note becomes immediately due and payable.

The Company has evaluated the terms and conditions of the convertible note under the guidance of ASC 815. The conversion feature did not meet the definition of "indexed to a company's own stock" provided for in ASC 815 due to the down round protection feature. Therefore, the conversion feature requires bifurcation and liability classification. Additionally, the default put requires bifurcation because it is indexed to risks that are not associated with credit or interest risk. As a result, the compound embedded derivative comprises of (i) the embedded conversion feature and (i) the default put. Rather than bifurcating and recording the compound embedded derivative as a derivative liability, the Company elected to initially and subsequently measure the convertible note in its entirety at fair value, with changes in fair value recognized in earnings in accordance with ASC 815-15-25-4.

The following table reflects the allocation of the purchase on the inception date:

Convertible Note, Face Value	\$ 16,000
Convertible promissory note, Fair Value	44,410
Day-one derivative loss	(28,410)

On March 31, 2014, the convertible note has a fair value of \$89,108. A loss of \$47,039 associated with the changes in the fair value of convertible note was recorded for the three month period ended March 31, 2014.

**Note 8. Risk Management**

The Company is exposed to financial risks due to the nature of its business and the financial assets it holds. A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

**VIKING INVESTMENTS GROUP, INC.**  
**Notes to Consolidated Financial Statements**  
**(Amounts expressed in US dollars)**

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(a) Market risk

Market risk is the risk that the fair value from a financial instrument will fluctuate because of changes in market prices. The Company will be exposed to potential losses if the price of the long-term investment it hold decreases.

(b) Liquidity risk

The Company manages liquidity risk by maintaining sufficient cash balances to meet operation expense requirement in additional to expenses assumed by majority shareholders.

(c) Credit Risk

Credit risk also arises from cash and deposits with banks and financial institutions. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

**Note 9.Change of Control**

On March 13, 2014, Tom Simeo (the "Seller"), the Chief Executive Officer and a director of the Company, entered into a stock purchase agreement with MHR Enterprises LLC (the "Buyer"), for the sale of 28,092 shares (the "Shares") of the Company's Series C Preferred Stock (the "Preferred Stock") to the Buyer. Such shares have been delivered to escrow and will be released from escrow to the Buyer after (a) the Company has filed its Annual Report on Form 10-K for the year ending December 31, 2013, (b) the Buyer has received satisfactory evidence that Company liabilities have been satisfied, and (c) the Seller has received payment for the Shares. As each share of the Preferred Stock has 2,000 votes, the delivery of the Shares to the Buyer will constitute a change of control of the Company.

As of the filing of this report (May 15, 2014), the transaction has not closed and closing is anticipated to occur on or about May 15, 2014.

**Note 10.Subsequent Events**

Convertible Promissory Note

On April 8, 2014, the Company entered into a convertible promissory note agreement with a third party investor for a principal amount of \$53,000 with 8% interest rate expiring on January 14, 2015 (the "Maturity Date"). The principal amount of the note and interest is payable on the maturity date. The note is convertible into common stock beginning 180 days after the issuance date, at the holder's option, at a 42% discount to the average of the five lowest closing bid prices of the common stock during the twelve trading day period prior to conversion. The terms of the convertible note provide for certain redemption features which include features indexed to equity risks. In the event of default, the amount of principal and interest not paid when due bear interest at the rate of 22% per annum and the note becomes immediately due and payable. As of the date of the filing of this report (May 15, 2014), the investor has not yet funded the note.

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

You should read the following discussion and analysis in conjunction with the financial statements and notes thereto appearing elsewhere in this annual report on Form 10-Q. In preparing the management's discussion and analysis, the registrant presumes that you have read or have access to the discussion and analysis for the preceding fiscal year.

### **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This document includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 or the Reform Act. All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including, but not limited to, any projections of earning, revenue or other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions of performance; and statements of belief; and any statements of assumptions underlying any of the foregoing. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: our ability to raise capital and the terms thereof; ability to gain an adequate player base to generate the expected revenue; competition with established gaming websites; adverse changes in government regulations or policies; and other factors referenced in this Form 10-Q.

The use in this Form 10-Q of such words as "believes", "plans", "anticipates", "expects", "intends", and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. These forward-looking statements present the Company's estimates and assumptions only as of the date of this Report. Except for the Company's ongoing obligation to disclose material information as required by the federal securities laws, the Company does not intend, and undertakes no obligation, to update any forward-looking statements.

Although the Company believes that the expectations reflected in any of the forward-looking statements are reasonable, actual results could differ materially from those projected or assumed or any of the Company's forward-looking statements. The Company's future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties.

### **PLAN OF OPERATIONS**

#### **Overview**

The Company provides professional advisory, financing and consulting services to established companies in the United States, Canada and Asia in need of specific expertise to advance their particular business plans. These services include, but are not limited to, professional advisory services before and after financing, management consulting, professional board member services, accounting, pre-audit and CFO services, corporate governance advice and general corporate management advisory services in consideration for a fee, comprised of either cash or equity, or a combination of both. The Company is neither an underwriter as the term is defined in Section 2(a)(11) of the Securities Act of 1933 nor an investment company pursuant to the Investment Company Act of 1940. The Company is not an investment adviser pursuant to the Investment Advisers Act of 1940, nor is it registered with FINRA or SIPC.

## **Going Concern Qualification**

The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances; however there is no assurance of additional funding being available.

## **RESULTS OF CONTINUING OPERATIONS**

The following discussion of the financial condition and results of operation of the Company for the three months ended March 31, 2014 and 2013 should be read in conjunction with the audited consolidated financial statements and the notes thereto in the Company's Form 10-K for the year ended December 31, 2013.

### **Three months ended March 31, 2014, compared to the three months ended March 31, 2013**

#### *Liquidity and Capital Resources*

As of March 31, 2014 and December 31, 2013, the Company had \$1,807 and \$12,239 in cash holdings, respectively.

#### *Revenue*

The Company had no revenues during the three month periods ended March 31, 2014 and 2013.

#### *Expenses*

The Company's operating expenses increased by \$21,994 to \$108,006 in the three month period ended March 31, 2014, from \$86,012 in the corresponding period in 2013. The increase was mainly due to the increase of wages incurred during the three month period ended March 31, 2014, as compared to the three month period ended March 31, 2013.

#### *Net Loss*

The Company incurred a net loss of \$200,407 during the three month period ended March 31, 2014, compared with a net loss of \$86,986 for the three month period ended March 31, 2013. The increase in net loss was mainly due to the change of fair value on convertible notes and the increase of wages incurred during the three month period ended March 31, 2014, as compared to the three month period ended March 31, 2013.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The Company has adopted various accounting policies that govern the application of accounting principles generally accepted in the United States of America in the preparation of the Company's financial statements which requires it to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes.

Although these estimates are based on management's knowledge of current events and actions the Company may undertake in the future, the final results may ultimately differ from actual results. Certain accounting policies involve significant judgments and assumptions, which have a material impact on the Company's financial condition and results. Management believes its critical accounting policies reflect its most significant estimates and assumptions used in the presentation of the Company's financial statements. The Company's critical accounting policies include debt management and accounting for stock-based compensation. The Company does not have off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities."

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934, the Company is not required to provide the information under this item.

## **ITEM 4. CONTROLS AND PROCEDURES**

### **Disclosure Controls and Procedures**

The Company does not currently maintain controls and procedures that are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act are recorded, processed, summarized, and reported within the time periods specified by the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Under the supervision and with the participation of management, including the Company's Chief Executive Officer, the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2014 have been evaluated, and, based upon this evaluation, the Company's Chief Executive Officer has concluded that these controls and procedures are not effective in providing reasonable assurance of compliance.

### **Changes in Internal Control over Financial Reporting**

Management and directors will continue to monitor and evaluate the effectiveness of the Company's internal controls and procedures and the Company's internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

## **PART II—OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS.**

None.

### **ITEM 1A. RISK FACTORS.**

As a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934, the Company is not required to provide the information under this item.

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

On February 20, 2014, a convertible note holder elected to convert \$25,000 principal amount of the convertible note dated May 21, 2013, into 615,764 shares of the Company's common stock at a fair value of \$0.11 per share in accordance with the convertible note agreement. These shares were issued on March 5, 2014.

On March 12, 2014, a convertible note holder elected to convert \$21,000 principal amount of the convertible note dated May 21, 2013, into 532,454 shares of the Company's common stock at a fair value of \$0.10 per share in accordance with the convertible note agreement. These shares were issued on March 20, 2014.

These securities were originally issued pursuant to exemptions from registration requirements relying on Section 4(2) of the Securities Act of 1933 and upon Rule 506 of Regulation D of the Securities Act of 1933.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES.**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES.**

None.

### **ITEM 5. OTHER INFORMATION.**

None.

**ITEM 6. EXHIBITS.**

<b>Number</b>	<b>Description</b>
3.1	Articles of Incorporation (incorporated by reference to our Definitive Information Statement on Schedule 14C filed on October 14, 2008)
3.2	Bylaws (incorporated by reference to our Definitive Information Statement on Schedule 14C filed on October 14, 2008)
3.3	Certificate of Amendment to Articles of Incorporation (incorporated by reference to our Definitive Information Statement on Schedule 14C filed on May 23, 2012)
31.1	Certification of Principal Executive Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Principal Financial Officer required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 of 18 U.S.C. 63
99.1	Guaranty and Repurchase Agreement dated April 11, 2012 (incorporated by reference to our Annual Report on Form 10-K filed on April 18, 2013)
99.2	Repurchase Agreement dated April 15, 2013 (incorporated by reference to our Annual Report on Form 10-K filed on April 18, 2013)
101.INS *	XBRL Instance Document
101.SCH *	XBRL Taxonomy Extension Schema Document
101.CAL *	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF *	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB *	XBRL Taxonomy Extension Label Linkbase Document
101.PRE *	XBRL Taxonomy Extension Presentation Linkbase Document

\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.



**SIGNATURES**

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

**VIKING INVESTMENTS GROUP, INC.**  
(Registrant)

Date: May 15, 2014

By: /s/ Tom Simeo  
Tom Simeo  
Chief Executive Officer, Director and  
Treasurer

In accordance with the Securities Exchange Act this report has been signed below by the following person(s) on behalf of the registrant and in the capacities and on the dates indicated.

Date: May 15, 2014

By: /s/ Guangfeng Yang  
Guangfeng Yang  
Chief Financial Officer & Director

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
REQUIRED BY RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934 AS AMENDED,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Tom Simeo, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Viking Investments Group, 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 report;
3. Based on my knowledge, the consolidated 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, 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 consolidated 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 (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
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 weaknesses 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: May 15, 2014

By: /s/ Tom Simeo

Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER  
REQUIRED BY RULE 13A-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934 AS AMENDED,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Guangfang Yang, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Viking Investments Group, 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 report;
3. Based on my knowledge, the consolidated 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(s) 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, 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 consolidated 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 (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
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 weaknesses 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: May 15, 2014

By: /s/ Guangfang Yang  
Chief Financial Officer  
(Principal Accounting Officer)

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

I, Tom Simeo, Chief Executive Officer of Viking Investments Group, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2014 (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.

Date: May 15, 2014

By: /s/ Tom Simeo  
Chief Executive Officer  
(Principal Executive Officer)

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

I, Guangfang Yang, Chief Financial Officer, of Viking Investments Group, Inc. (the "Company"), certify, pursuant to 18 U.S.C. Section 1350 adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Quarterly Report on Form 10-Q of the Company for the period ended March 31, 2014 (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.

Date: May 15, 2014

By: /s/ Guangfang Yang  
Chief Financial Officer  
(Principal Accounting Officer)