



Valley High Ventures Ltd.

(An Exploration Stage Company)

Consolidated Financial Statements

Second Quarter - April 30, 2009

(Expressed in Canadian dollars, except where indicated)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Valley High Ventures Ltd.

Consolidated Balance Sheet

As at April 30, 2009 and October 2008

(Unaudited)


(Expressed in Canadian dollars, except where indicated)

	April 30, 2009	October 31, 2008
	\$	\$
Assets		
Current assets		
Cash and cash equivalents	476,337	27,665
Accounts receivable and prepaid expenses (note 3)	345,080	203,588
	<u>821,417</u>	<u>231,253</u>
Bonds and reclamation deposits	8,000	8,000
Mineral property interests (note 5)	2,120,461	2,308,436
Property, plant and equipment (note 6)	8,586	14,559
	<u>2,958,464</u>	<u>2,562,248</u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	74,614	105,065
Due to related parties (note 10)	34,754	15,333
	<u>109,368</u>	<u>120,398</u>
Shareholders' Equity		
Common shares (note 7)	8,313,410	7,867,439
Contributed surplus (note 7)	671,029	398,107
Deficit	(6,135,343)	(5,823,696)
	<u>2,849,096</u>	<u>2,441,850</u>
	<u>2,958,464</u>	<u>2,562,248</u>

Going Concern (note 1)

Basis of presentation (note 2)

Approved by the Board of Directors



“Kathrine MacDonald”

Director



“Ray Strafehl”

Director

The accompanying notes form an integral part of these financial statements.

Valley High Ventures Ltd.

Consolidated Statements of Loss, Comprehensive Loss and Deficit For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

	Three months ended April 30, 2009	Three months ended April 30, 2008	Six months ended April 30, 2009	Six months ended April 30, 2008
	\$	\$	\$	\$
Expenditures				
Exploration Expenditures				
Administration	14,871	-	36,464	-
Consulting, labour & professional fees	52,316	-	96,844	-
Drilling and trenching	-	-	-	-
Property investigations	1,631	-	1,631	-
Property acquisition costs	43,095	-	75,931	-
Property payments received	(20,000)	-	(20,000)	-
Reimbursed costs	(97,526)	-	(97,526)	-
Travel and accommodation	11,926	-	13,694	-
Write-down of mineral properties	-	-	-	1,623
	<u>6,313</u>	<u>-</u>	<u>107,037</u>	<u>1,623</u>
Other Expenses (Income)				
Consulting, labour & professional fees	63,617	18,255	109,832	45,254
Depreciation and amortization	2,936	-	5,974	-
Interest expense (income), net	5,706	(2,335)	5,442	19,851
Other costs	9,864	1,221	29,276	(8,801)
Regulatory and compliance costs	2,965	8,445	7,014	9,192
Stock-based compensation	84,850	-	168,715	-
Travel and promotion	5,836	-	5,885	3,237
	<u>175,819</u>	<u>25,586</u>	<u>332,109</u>	<u>68,733</u>
Loss before income taxes	<u>182,089</u>	<u>25,586</u>	<u>439,146</u>	<u>70,356</u>
Future income tax recovery (note 7)	25,000	-	(127,500)	-
Loss and comprehensive loss	<u>207,089</u>	<u>25,586</u>	<u>311,646</u>	<u>70,356</u>
Deficit – beginning of period	5,928,254	3,927,343	5,823,696	3,882,573
Deficit – end of period	<u>6,135,343</u>	<u>3,952,929</u>	<u>6,135,342</u>	<u>3,952,929</u>
Basic and diluted loss per share	\$0.01	\$0.00	\$0.01	\$0.00
Weighted average shares outstanding	30,044,936	14,175,868	29,228,283	14,175,868

The accompanying notes form an integral part of these financial statements.

Valley High Ventures Ltd.

Consolidated Statements of Cash Flows

For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

	Three months ended April 30, 2009 \$	Three months ended April 30, 2008 \$	Six months ended April 30, 2009 \$	Six months ended April 30, 2008 \$
Cash flows from operating activities				
Net loss for the period	(207,089)	(25,586)	(311,646)	(70,356)
Items not affecting cash				
Depreciation	2,936	-	5,974	-
Future income tax recovery	25,000	-	(127,500)	-
Stock based compensation	84,851	-	168,715	-
Related party transactions	9,057	(2,166)	19,421	20,040
Writedown of liabilities	-	-	-	(18,644)
	<u>(85,246)</u>	<u>(27,752)</u>	<u>(245,036)</u>	<u>(68,960)</u>
Change in non-cash operating working capital				
Increase in accounts receivable and prepaids	2,800	34,210	8,857	34,711
Increase (decrease) in accounts payable & accruals	<u>(16,164)</u>	<u>5,459</u>	<u>(30,450)</u>	<u>44,099</u>
	<u>(98,610)</u>	<u>11,917</u>	<u>(266,630)</u>	<u>9,850</u>
Cash flows from financing activities				
Net issuance of common shares & warrants	(3,138)	-	669,876	-
Related party loan payable	-	19,360	-	22,745
	<u>(3,138)</u>	<u>-</u>	<u>669,876</u>	<u>22,745</u>
Cash flows from investing activities				
Deferred mineral property expenditures	<u>89,389</u>	<u>(21,560)</u>	<u>45,426</u>	<u>(24,315)</u>
	<u>89,389</u>	<u>(21,560)</u>	<u>45,426</u>	<u>(24,315)</u>
Increase (decrease) in cash and cash equivalents	(12,359)	9,717	448,672	8,280
Cash and cash equivalents - Beginning of period	<u>488,696</u>	<u>8,004</u>	<u>27,665</u>	<u>9,441</u>
Cash and cash equivalents - End of period	<u>476,337</u>	<u>17,721</u>	<u>476,337</u>	<u>17,721</u>

The accompanying notes form an integral part of these financial statements.

Valley High Ventures Ltd.

Notes to the Consolidated Financial Statements

For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

1 Going concern

Valley High Ventures Ltd. (the “Company” or “Valley High”) is pursuing opportunities related to the exploration of mineral resource properties principally in British Columbia, Canada and in Mexico. The Company was incorporated in the Province of British Columbia on August 11, 1980.

These statements have been prepared using generally accepted accounting principles applicable to a going concern, which assumes the company will be able to realize its assets and settle its liabilities in the normal course of business as they become due. At April 30, 2009, the Company had cash and cash equivalents of \$476,337, working capital of \$712,049 and a deficit of \$6,135,343. A significant portion of the cash and cash equivalents was raised through flow through financing and therefore is restricted to exploration activities in Canada. Because of these conditions there is significant doubt about the validity of that assumption.

The Company’s ability to continue as a going concern is dependent on management’s ability to secure additional financing. Management is actively pursuing such additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

These financial statements do not include the adjustments to the carrying value of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2 Basis of presentation

These interim financial statements have been prepared in accordance with Canadian Generally Accepted Principles (“GAAP”) on a basis consistent with the annual financial statements of the Company. Disclosure requirements for interim financial statements do not contain all the information that is required of annual financial statements. Accordingly, they should be read in conjunction with the October 31, 2008 audited financial statements.

Principles of consolidation

The consolidated financial statements include the assets, liabilities and results of all entities controlled by the Company. The effects of transactions between entities in the consolidated group are eliminated. Where control of an entity is obtained during a financial year, its results are included in the consolidated statements of loss and deficit from the date on which control commences. Where control of an entity ceases during a financial year, its results are included for that part of the year during which control exists.

Estimates, risks and uncertainties

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the amounts reported, and disclosed in the financial statements and the accompanying notes. Actual results could differ from those estimates.

Valley High Ventures Ltd.

Notes to the Consolidated Financial Statements

For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

2 Basis of presentation (continued)

Realization of the Company's assets and liabilities is subject to risks and uncertainties, including reserve and resource estimation, future copper and other base and precious metal prices, estimated costs of future production, changes in government legislation and regulations, estimated future income taxes, and the availability of financing and various operational factors.

Title to mineral properties includes certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Currency

All references to dollars (\$) are to Canadian dollars unless otherwise noted. US\$ refers to United States dollars.

Comparative figures

Certain prior period comparative figures have been reclassified to conform to current period presentation.

3 Accounts receivable and prepaid expenses

	April 30, 2009	October 31, 2009
Exploration tax credit	\$150,348	-
Mexican value added tax	172,526	166,875
Other	22,206	36,713
	\$345,080	\$203,588

Subsequent to period end, the Company received \$150,348 in exploration tax credits from Revenue Canada for its fiscal years end 2005 and 2006. The Company has also filed a 2007 return which is yet to be assessed and therefore has not been accrued for.

4 Exploration expenditures

All exploration costs are currently being deferred in respect of the Company's Mount Polley properties (note 5).

Cordero-Sanson, Mexico:

The Cordero property comprises two claim groups. The Cordero claim group is an option on an early stage polymetallic porphyry related property located 45km northeast of Parral, in the southern part of Chihuahua State. The Company has the option to acquire a 100% interest in the Cordero claim group for total option payments of US\$3,200,000. Production from the properties is subject to a net smelter return royalty of between 1% and 2%. The neighbouring Sanson claim group includes an 8,200 hectare claim to cover potential extensions to the Cordero claim group. The Company owns 100% of the Sanson claim group.

Valley High Ventures Ltd.

Notes to the Consolidated Financial Statements

For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

4 Exploration expenditures (continued)

In October 2008, due to the economic uncertainty, declining commodity prices and a lack of a formal plan to recover the acquisition costs, the Company recorded a permanent impairment in the carrying value of the Cordero property.

The Company acquired its Mexican subsidiary including the Cordero property on September 26, 2008, through the issuance of, 8,140,353 common shares to Coro Mining Corp. ("Coro"). In February 2009, the Company optioned the Cordero property to Levon Resources Ltd. ("Levon").

Under the terms of the agreement Levon may earn a 51% interest in Cordero by spending \$1,250,000 by the end of February 2013 with a first year work commitment of \$250,000. In addition Levon will provide an initial \$20,000 payment and will pay 50% of the underlying option payments due on certain portions of the property. Valley High will be the operator until Levon earns 51%, however Levon will provide technical input and geologic services to complete data synthesis and integration, targeting and drill testing. A finders fee of \$20,000 was payable with respect to this transaction.

Summary of property option acquisition payments – April 30, 2009

Fiscal Year	Cordero US\$
Oct 2009 (paid)	US\$60,000
Oct 2009	40,000
Oct 2010	100,000
Oct 2011	300,000
Oct 2012	600,000
Oct 2013	2,100,000
	US\$3,200,000

5 Mineral property interests

	October 31, 2008	Additional Expenditures		April 30, 2009
	\$	Q1\$	Q2\$	\$
Mount Polley Properties, Canada				
Administration	\$20,920	\$-	\$-	\$20,920
Consulting, labour & professional fees	270,379	40,401	611	311,391
Drilling and trenching	680,680	-	-	680,680
Exploration tax credit	-	-	(150,348)	(150,348)
Property investigations	484,306	-	-	484,306
Property acquisition costs	801,526	3,562	7,800	812,888
Property payments received	-	-	(90,000)	(90,000)
Travel and accommodation	50,624	-	-	50,624
Total	\$2,308,436	\$43,963	\$(231,937)	\$2,120,461

Valley High Ventures Ltd.

Notes to the Consolidated Financial Statements

For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

5 Mineral property interests (continued)

Mount Polley Properties, Canada

The Mount Polley properties in British Columbia are made up of a number of claims blocks, which include the Lloyd, Nordik/Buc, Calm, October/Dome and Morehead claim blocks. The properties comprise approximately 10,000 hectares and are located adjacent to the Imperial Metals' producing Mount Polley open-pit copper gold mine, which is 100 km northeast of Williams Lake, British Columbia.

Lloyd Claims - The Company acquired a 90% interest in a portion of Lloyd claims in consideration for the issuance of 1,020,000 common shares valued at \$234,600. The Company acquired a 100% interest in the remaining claims, subject to a 1.5% Net Smelter Return ("NSR") by issuing 180,000 common shares (valued at \$41,400). The Lloyd claims include the boundary zone.

In April 2009, the Company entered into an option agreement with Imperial Metals Corporation ("Imperial") whereby Imperial has been granted the right to acquire a 100% in one complete mineral cell and four partial cells that are adjacent to Imperial's Boundary Zone. Imperial may exercise its option by paying a total of \$300,000 (\$100,000 paid) in cash on or before January 1, 2010. The claims will be subject to a two stage royalty for material from the claims that is milled at the Mount Polley mine concentrator. The stage I royalty is \$2.50 per tonne for the first 400,000 tonnes of material milled. The stage II royalty is \$1.25 per tonne for all tonnes milled in excess of 400,000 tonnes. The stage II royalty can be reduced to \$0.62 per tonne by Imperial making a payment of \$1,000,000 to Valley High.

Nordik/Buc Claims - The Company acquired a 100% interest in the Nordik mineral claims in consideration for the issuance of 666,666 common shares valued at \$153,333. The vendors retained a 2% NSR on the claims, which can be purchased for \$500,000 for each one-half percent. The Company acquired a 100% interest subject to a 2% NSR, in the Buc claims for the issuance of 25,000 shares (valued at \$13,250) and a cash payment of \$10,000. The Nordik/Buc claims border the Mount Polley Mine property on the east side and extended to the opposite side of Polley Lake.

Calm Claims - The Company acquired a 100% interest in the Calm mineral claims in consideration for the issuance of 333,333 common shares (valued at \$76,667) and a cash payment of \$25,000. The vendors retained a 2% NSR on the claims, which can be purchased for \$500,000 for each one-half percent. The Calm claims are located several kilometers west of the Mount Polley Mine and south of Morehead Lake.

October/Dome Claims - The Company acquired a 100% interest in certain mineral claims (collectively the "October/Dome Claims") in consideration for the issuance of 733,334 common shares valued at \$168,666. The vendors retained a 2% NSR on the claims, which can be purchased for \$500,000 for each one-half percent. These claims are located north of the Lloyd claims.

Valley High Ventures Ltd.

Notes to the Consolidated Financial Statements

For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

5 Mineral property interests (continued)

On March 10, 2006, the Company has acquired the right to earn a 100% interest, subject to a 1.5% NSR, in an additional claim block (the "Dome" Claims) adjacent to the existing claims for a cash payment of \$10,000 (paid) and the issuance of 270,000 shares over a four year period (190,000 issued valued at \$68,200).

On June 13, 2008, the Company acquired the Morehead claim block for \$8,000.

6 Property, plant and equipment

	April 30, 2009			October 31, 2008		
	Cost	Accumulated amortization	Net \$	Cost	Accumulated amortization	Net \$
Vehicles and equipment	15,685	(7,099)	8,586	\$15,685	\$(1,126)	\$14,559
Total	15,685	(7,099)	8,586	\$15,685	\$(1,126)	\$14,559

7 Common shares and contributed surplus

The Company has an unlimited amount of authorized common shares without par value.

	Number of shares	Common Shares \$	Contributed Surplus \$
Opening balance - November 1, 2007	14,175,868	4,992,301	275,640
Share issuances			
Cash	1,000,000	238,718	-
Non-cash	10,523,686	2,636,420	-
Compensation expense	-	-	122,467
Closing balance - October 31, 2008	25,699,554	7,867,439	398,107
Share issuances			
Cash	4,250,000	624,115	-
Non-cash	121,000	17,358	-
Warrant issuances			
Cash	-	-	100,885
Non-cash	-	-	3,322
Share issuance costs			
Cash	-	(51,984)	-
Non-cash	-	(16,018)	-
Compensation expense			168,715
Future income tax recovery	-	(127,500)	-
Closing Balance - April 30, 2009	30,070,554	8,313,410	671,029

Valley High Ventures Ltd.

Notes to the Consolidated Financial Statements

For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

7 Common shares and contributed surplus (continued)

Share issuances

In September 2008, the Company issued 8,140,353 common shares at a deemed price of \$0.25 per share for the Mexican Properties (note 4), \$700,000 of existing debt by the issuance of common shares of the Company at a deemed price of \$0.30 per share for a total of 2,333,333 shares (note 4), 50,000 for property option payments associated with Mount Polley (note 5) and 1,000,000 common shares at a deemed price of \$0.25 per share for a private placement with Coro.

In November 2008, the Company closed a non-brokered private placement of 2,000,000 flow-through shares at a price of \$0.25, for a gross proceeds of \$500,000. In connection with the offering the company paid a finder's fee of \$25,000 cash and issued 40,000 non-flow-through units, with each unit comprised of one common share and one transferable warrant. Each warrant will entitle the holder to purchase one common share for a period of two years from the closing of the private placement at a price of \$0.35 per warrant.

The aforementioned flow-through shares are required to be spent on certain Qualifying Canadian Exploration Expenditures. Because the Company no longer has the ability to use the expenditures for tax purposes, the Company is required to record a future tax liability which is equal to the renunciation, times the corporation tax rate when expenditures are renounced (January 2009). This amounted to \$127,500. However, the Company can utilize previously unrecognized future income tax assets to offset the liability, the Company applied \$127,500 in future income tax assets to this liability, this amount is recognized in the statement of loss and deficit as a future income tax recovery. The Company had initially recognized \$152,500 in the first quarter using current tax rates but adjusted this to substantially enacted tax rates in the second quarter.

In December 2008, the Company closed a non-brokered private placement of 2,250,000 units at a price of \$0.10 per Unit for gross proceeds of \$225,000. Each Unit is comprised of one common share and one transferable warrant. Each Warrant entitles the holder to purchase one common share for a period of two years from the closing of the Private Placement at a price of \$0.25 per warrant. In connection with the Private Placement, the Company paid to a finders fee of \$10,500 in cash and issued 21,000 units at a deemed price of \$0.10 per Finder's Unit. Each Finder Unit consists of one common share and one non-transferable warrant Each Finder's Warrant entitles the holder to purchase one common share of the Company for a period of two years from the closing of the Private Placement at a price of \$0.25 per share.

In March 2009, The Company issued 60,000 shares in conjunction with the March 2006 Dome agreement (note 5) for a fair value of \$7,800.

Capital disclosure

The Company considers its common shares and options as capital. As the Company is in the exploration stage its principal source of funds is from the issuance of common shares. It is the Company's objective to safeguard its ability to continue as a going concern, so that it can continue to explore and develop its projects for the benefit of its stakeholders.

Valley High Ventures Ltd.

Notes to the Consolidated Financial Statements

For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

8 Share stock options

The Company has a stock option plan that permits the Company to grant this incentive to directors, officers, key employees and consultants of the Company. Terms and pricing of options are determined in accordance with plan.

A total of 10% of the issued and outstanding common shares of the Company may be allotted and reserved for issuance under the stock option plan.

	Number of shares	Weighted average exercise price \$
Outstanding - November 1, 2008	2,499,000	\$0.30
Granted	550,000	0.15
Forfeited	(12,000)	0.30
Exercised	-	-
Outstanding – April 30, 2009	3,037,000	\$0.27

At April 30, 2008, the following stock options were outstanding.

	Number of Options Outstanding	Exercise price \$	Expiry Date
	2,487,000	\$0.30	2013
	550,000	\$0.15	2014
Total	3,037,000		

Stock options vest over a three year period. At April 30, 2009, 99,999 stock options were vested and exercisable.

Option pricing models require the input of highly subjective assumptions including the expected volatility. Changes in the assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable measure of the fair value of the Company's stock options. The following assumptions were used in the Black-Scholes option pricing model to calculate the compensation expense:

Risk-free interest rate	0.8% to 3.25%
Options expected life	2.75 to 4.5 years
Expected volatility	90% to 94%
Expected dividend	0%

For the three and six months April 30, 2009, total stock-based compensation expense was \$84,850 (2008:\$nil) and \$168,715 (2008: nil) respectively.

Valley High Ventures Ltd.

Notes to the Consolidated Financial Statements

For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

9 Warrants

	2009	
	Number of shares	Weighted average exercise price CA\$
Outstanding - November 1, 2008	-	-
Granted	2,311,000	\$0.25
Expired	-	-
Outstanding – April 30, 2009	2,311,000	\$0.25

At April 30, 2009, the following warrants were outstanding:

	Number of Shares Outstanding	Exercise price CA\$	Expiry Date
Total	2,311,000	\$0.25	2010

In November 2008 (note 7), 40,000 transferable warrants were issued to purchase one common share for a period of two years from the closing of the private placement at a price of \$0.35.

In December 2008 (note 7), 2,250,000 transferable warrants were issued to purchase one common share for a period of two years from the closing of the Private Placement at a price of \$0.25. An additional, 21,000 non-transferable warrant were issued to purchase one common share of the Company for a period of two years from the closing of the Private Placement at a price of \$0.25.

10 Due to related parties

	April 30, 2009 \$	October 31, 2008 \$
Coro Mining Corp.	\$34,754	\$15,333

Effective April 30, 2009, as a result of the agreement with Coro, the management group of the Company changed, and the management fees, rent and other expenses were discontinued. During the three and six months ended April 30, 2009 rent and administrative charges of \$10,364 and \$19,021 respectively were charged by Coro.

Valley High Ventures Ltd.

Notes to the Consolidated Financial Statements

For the three and six months ended April 30, 2009 and 2008

(Unaudited)

(Expressed in Canadian dollars, except where indicated)

11 Geographic segmented information

The following table illustrates the geographic location of the Company's assets.

	Canada	Mexico	Total
	\$	\$	\$
April 30, 2009			
Capital assets	\$2,124,048	\$4,999	\$2,129,047
Total assets	\$2,771,536	\$186,928	\$2,958,464
October 31, 2008			
Capital assets	\$2,312,996	\$14,559	\$2,322,995
Total assets	\$2,378,299	\$183,949	\$2,562,248