

**VALLEY HIGH VENTURE LTD.
MANAGEMENT DISCUSSION & ANALYSIS**

FORM 51-102F1

**For the Year Ended
OCTOBER 31, 2007**

This management's discussion and analysis provides an analysis of our financial situation which will enable the reader to evaluate important variations in our financial situation for the year ended October 31, 2007, in comparison with the previous period. This report supplements our audited financial statements and should be read in conjunction with our financial statements and the accompanying notes. Our financial statements are prepared in accordance with generally accepted standards in Canada and all monetary values included in this report are in Canadian dollars, unless it is indicated otherwise. Our financial statements and the management's discussion and analysis are intended to provide a reasonable base for the investor to evaluate our financial situation.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

DATE OF REPORT: February 28, 2008

OVERALL PERFORMANCE

Valley High Ventures Ltd. (the "Company") was incorporated on August 11, 1980 under the laws of the Province of British Columbia. The Company is pursuing opportunities in the exploration of mineral and natural resource properties and is considered to be in the development stage.

The Company is a reporting issuer in British Columbia and Alberta and its shares are listed on the TSX Venture Exchange under the symbol VH.V.

The Company is in the process of acquiring and exploring its mineral properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related deferred exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

Mineral Properties

Yemen Properties

During fiscal 2004, pursuant to the acquisition of an exploration license that provided the Company with the rights to prospect for all minerals other than hydrocarbons in an area located in west central Yemen, the Company issued 200,000 common shares valued at \$48,000. The Company has agreed to pay a finder's fee of 20,000 common shares.

In August of 2005, the Company agreed to renew the exploration license for a period of two years expiring August 2007. During the period ended January 31, 2006, the Company obtained a prospecting permit expiring August, 2006 and paid US\$25,000 pursuant to the prospecting permit and exploration license. During the period ended October 31, 2007, the company write down mineral property and deferred explorations costs totalling \$140,617.

British Columbia Property

The Company entered into purchase agreements for the following mining claims which are located in the Mount Polley area of the Cariboo Mining division of central British Columbia:

Nordik 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% net smelter returns royalty ("NSR") on the claims, with a buyout of \$500,000 for each one-half percent.

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, with a buyout of \$500,000 for each one-half percent.

Pay, A and OCT claims

The Company acquired a 100% interest in the Pay, A and OCT mineral claims in consideration for the issuance of 733,334 common shares valued at \$168,666. The vendors retained a 2% NSR on the claims, with a buyout of \$500,000 for each one-half percent.

Lloyd claims

The Company acquired a 90% interest in the Lloyd mineral claims in consideration for the issuance of 1,020,000 common shares valued at \$234,600. The company also acquired 1.5% NSR on 100% of certain of the Lloyd claims in consideration for the issuance of 180,000 common shares valued at \$41,400.

The Company added two mineral properties to its holdings around the Mount Polley Mine in the Cariboo.

The Buc Property consists of 235.906 hectares adjoining the company's Nordik claims. The property has been acquired by a one year option with payments of \$10,000 and 25,000 shares.

The Dome property covers 666.942 hectares and adjoins the company's October claims to the northwest. It was acquired under a four year option by payment of \$10,000 and 270,000 (40,000 paid) shares spread over four years.

SELECTED ANNUAL INFORMATION

The following financial data, which has been prepared in accordance with Canadian generally accepted accounting principles, is derived from the Company's audited financial statements for the year ended October 31, 2007, 2006 and 2005.

	2007	2006	2005
	\$	\$	\$
Total Revenues	Nil	Nil	Nil
Net loss for the period	611,966	410,667	383,456
Basic and diluted loss per shares	(0.03)	(0.03)	(0.05)
Total Assets	2,293,537	2,060,556	871,073
Total long term liabilities	Nil	Nil	Nil
Cash dividend	Nil	Nil	Nil

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

RESULTS OF OPERATIONS

During the period ended October 31, 2007, the Company recorded a loss of \$611,966 or \$0.03 diluted loss per share, compared to \$410,667 or \$0.03 diluted per share for the same period last year. The loss is due to the write-off of \$ 212,238 of mineral and deferred exploration costs. The Company's ability to meet its obligations and maintain its operations in the normal course of business is contingent upon the continuing support of related parties and its ability to raise adequate long-term financing.

The loss consisted primarily of management fees of \$90,000 (2007-\$90,000) accrued to a company controlled by a director of the Company. During the period ended October 31, 2007, the Company also incurred rent and office of \$39,867 (2006-\$39,078), accrued administrative expenses of \$Nil (2006-\$18,000) and regulatory, transfer agent and filing fees of \$11,854 (2006-\$15,517).

The company write-down mineral property and deferred explorations costs totalling \$212,238.

SUMMARY OF QUARTERLY REPORTS

The selected consolidated information set out below has been gathered from quarterly financial statements for the period ending October 31:

	Three Months Ended			
	October 31, 2008 \$	July 31, 2007 \$	April 30, 2007 \$	January 31, 2007 \$
Interest income	87	13	619	229
Net earnings (loss)	(305,697)	(78,837)	(89,543)	(137,889)
Basic and diluted per shares	(0.02)	(0.01)	(0.01)	(0.01)

	Three Months Ended			
	October 31, 2007 \$	July 31, 2006 \$	April 30, 2006 \$	January 31, 2006 \$
Revenue	2,664	921	848	604
Net earnings (loss)	(198,649)	(60,315)	(89,815)	(61,888)
Basic and diluted per shares	(0.01)	(0.01)	(0.00)	(0.01)

LIQUIDITY AND CAPITAL RESOURCES

The accompanying financial statements have been prepared in accordance with Canadian generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. Continued operations of the Company are dependent on the Company's ability to receive continued financial support, complete public equity financing, or generate profitable operations in the future.

At October 31, 2007, the Company had cash and cash equivalents of \$9,441 and a working deficiency of \$862,793.

TRANSACTIONS WITH RELATED PARTIES

The Company entered into the following transactions with related parties:

- a) Paid or accrued management fees of \$90,000 (2006 - \$90,000) to a company controlled by a director, pursuant to a management contract which requires three months notice of cancellation.
- b) Paid or accrued administrative expenses of \$9,000 (2006 - \$18,000) to a relative of a director.
- c) Paid or accrued rent and office expenses of \$37,000 (2006 - \$30,000) to a company controlled by a director.
- d) Paid or accrued interest expense of \$55,882 (2006 - \$731) to a company controlled by a director and a company controlled by a relative of a director.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and amounts due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

FOURTH QUARTER

In the fourth quarter, the Company incurred a loss of \$305,697 (2006-\$198,649) due to the write-down of mineral properties of \$212,238.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported on a timely basis to senior management, so that appropriate decisions can be made regarding public disclosure. Management evaluated the effectiveness of the Company's disclosure controls and procedures for the year ended October 31, 2007 as required by Canadian securities laws.

Based on that evaluation, management has concluded that the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws, and that material information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

Internal Controls and Procedures

The Company evaluated the design of its internal controls and procedures over financial reporting as defined under Multilateral Instrument 52-109 for the year ended October 31, 2007. Based on this evaluation, management has concluded that the design of these internal controls and procedures over financial reporting was effective. A system of internal control is maintained by management to provide reasonable assurance that assets are safeguarded and financial information is accurate and reliable. The Board of Directors approves the financial statements and ensures that management discharges its financial responsibilities. The Board's review is accomplished principally through the audit committee, which meets periodically with management and auditors to review financial reporting and control matters.

OUTSTANDING SHARES

As at February 28, 2008, the Company had the following securities issued and outstanding:

Common shares	14,175,868
Stock options	Nil
Fully diluted	14,175,868

DIRECTORS AND OFFICERS

Kathrine MacDonald	<i>Director, President & Chief Executive Officer</i>
Patrice Nazareno	<i>Director</i>
Ray Strafehl	<i>Director</i>

OTHER REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news release and other information can be obtained on SEDAR at www.sedar.com.

On Behalf of the Board,

VALLEY HIGH VENTURES LTD.

"Kathrine MacDonald"

Kathrine MacDonald
Chief Executive Officer