

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Arris Holdings Inc. (the "Company")
1250 West Hastings Street
Vancouver, BC V6E 2M4

Item 2 Date of Material Change

February 22, 2012

Item 3 News Release

The news release announcing the material change was disseminated on February 22, 2012 via Stockwatch and Bay Street News.

Item 4 Summary of Material Change

The Company it has executed a letter of intent (the "Letter of Intent") to acquire AlgaeCan Biotech Inc., a British Columbia company that has perfected a proprietary system to produce Astaxanthin - the microalgae based antioxidant commonly found in salmon and krill oil.

Item 5 Full Description of Material Change

AlgaeCan is a Canadian Biotech company focused on the production of health enhancing nutritional supplements from microalgae. AlgaeCan has developed systems, protocols, and proprietary know-how for the rapid growth and harvest of a youth enhancing natural compound from algae that produces the strongest antioxidant known to man, Astaxanthin. AlgaeCan will eventually develop its own brand of Astaxanthin related consumer products such as cosmetics and nutritional supplements. AlgaeCan also intends to expand its business into the production of other algae related nutraceuticals and health science products.

Under the terms of the Letter of Intent, the Company will issue 41,500,000 common shares to the shareholders of AlgaeCan Biotech Inc. for the acquisition on or before April 18, 2012. The Company will complete its due diligence process and enter into a Definitive Acquisition Agreement while seeking approval from appropriate regulatory bodies and shareholders.

The complete text of the news release is attached hereto as Schedule "A".

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Does not apply.

Item 7 Omitted Information

Does not apply.

Item 8 Executive Officer

Lucky Janda
President & CEO
604-685-2542

Item 9 Date of Report

February 22, 2012



ARRIS HOLDINGS INC.
1250 West Hastings Street

Vancouver, BC V6E 2M4

CNSX:AAF

For Immediate Release
June 9, 2011

ARRIS HOLDINGS ANNOUNCES LETTER OF INTENT TO ACQUIRE ALGAECAN BIOTECH INC.

VANCOUVER, British Columbia, Canada /**February 22, 2012**/ **CNSX:AAF**/ Arris Holdings Inc. ("Arris" or the "Company") is pleased to announce that it has executed a letter of intent (the "Letter of Intent") to acquire AlgaeCan Biotech Inc., a British Columbia company that has perfected a proprietary system to produce Astaxanthin - the microalgae based antioxidant commonly found in salmon and krill oil.

"We are pleased to have the opportunity to acquire and invest into a green technology producing such a powerful antioxidant with such tremendous potential to increase shareholder value. Astaxanthin has been clinically proven to have numerous health benefits and its significance is justified by the recent increase in worldwide demand," states Mr. Parminder Singh, Chairman of Arris Holdings Inc. "We commend the team at AlgaeCan for their devotion over the past three years under the mentorship of industry expert Dr. John Benemann in successfully developing a pilot plant producing such a beneficial nutraceutical."

Under the terms of the Letter of Intent, the Company will issue 41,500,000 common shares to the shareholders of AlgaeCan Biotech Inc. for the acquisition on or before April 18, 2012. The Company will complete its due diligence process and enter into a Definitive Acquisition Agreement while seeking approval from appropriate regulatory bodies and shareholders.

The Company is actively pursuing other investment opportunities and will continue to assess, explore and, if feasible, seek out further potential opportunities for the Company and its shareholders.

ABOUT ALGAECAN BIOTECH INC.

AlgaeCan is a Canadian Biotech company focused on the production of health enhancing nutritional supplements from microalgae. AlgaeCan has developed systems, protocols, and proprietary know-how for the rapid growth and harvest of a youth enhancing natural compound from algae that produces the strongest antioxidant known to man, Astaxanthin. AlgaeCan will eventually develop its own brand of Astaxanthin related consumer products such as cosmetics and nutritional supplements. AlgaeCan also intends to expand its business into the production of other algae related nutraceuticals and health science products.

On behalf of Arris Holdings Inc.

"Navchand Jagpal"
Director

FORWARD LOOKING STATEMENTS: This release contains "forward-looking statements" within the meaning of applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion, growth of the Company's businesses, operations, plans and with respect to exploration results, the timing and success of exploration activities generally, permitting time lines, government regulation of exploration and mining operations, environmental risks, title disputes or claims, limitations on insurance coverage, timing and possible outcome of any pending litigation and timing and results of future resource estimates or future economic studies. Often, but not

always, forward-looking statements can be identified by the use of words such as "plans", "planning", "planned", "expects" or "looking forward", "does not expect", "continues", "scheduled", "estimates", "forecasts", "intends", "potential", "anticipates", "does not anticipate", or "belief", or describes a "goal", or variation of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements are based on a number of material factors and assumptions, including, the result of drilling and exploration activities, that contracted parties provide goods and/or services on the agreed time frames, that equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred, that plant and equipment function as specified, that no unusual geological or technical problems occur, and that laboratory and other related services are available and perform as contracted. Forward-looking statements involve known and unknown risks, future events, conditions, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, prediction, projection, forecast, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the interpretation and actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; possible variations in grade or recovery rates; failure of equipment or processes to operate as anticipated; the failure of contracted parties to perform; labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of exploration, as well as those factors disclosed in the company's publicly filed documents. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

CNSX has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

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