ARRIS HOLDINGS INC.

Condensed Interim Financial Statements

Three Months Ended December 31, 2012

(Expressed in Canadian Dollar)

(Unaudited)

NOTICE OF NO AUDITOR'S REVIEW OF FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the accompanying condensed interim financial statements for the three months ended December 31, 2012.

ARRIS HOLDINGS INC.

Condensed Interim Statements of Financial Position

(Unaudited - Expressed in Canadian Dollars)

	Note	December 31, 2012	September 30, 2012
		$	$
Assets			
Current assets			
Cash		4,606	6,302
Other receivables		10,111	10,071
Total assets		14,717	16,373
Liabilities and shareholders' equity (deficiency)			
Current liabilities			
Accounts payable and accrued liabilities	7	127,828	130,949
Note payable	7	15,432	-
		143,260	130,949
Shareholders' deficiency			
Share capital	4	1,724,000	1,724,000
Deficit		(1,852,543)	(1,838,576)
		(128,543)	(114,576)
Total liabilities and shareholders' deficiency		14,717	16,373

Nature of operation and basic of presentation *1*

See accompanying notes to the financial statements

Approved and authorized for issuance by the Board of Directors on February 11, 2013

"Chand Jagpal"
Director

"Rana Vig"
Director

ARRIS HOLDINGS INC.

Condensed Interim Statements of Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

	Note	Three Months Ended December 31, 2012	2011
		$	$
Expenses			
Consulting	7	–	7,500
Office and administration		1,756	426
Occupany cost	7	7,500	6,000
Professional fees		1,100	2,520
Trust and filing fees		3,611	1,171
Loss before other items		(13,967)	(17,617)
Gain from market value adjustment of investments		–	12,500
Net loss and comprehensive loss		(13,967)	(5,117)
Loss per share, basic and diluted		(0.00)	(0.00)
Weighted average number of outstanding shares		21,583,372	21,583,372

See accompanying notes to the financial statements

Arris Holdings Inc.

Condensed Interim Statements of Changes in Deficiency

(Unaudited - Expressed in Canadian Dollars Except for Number of Shares)

	Share Capital			
	Number	Amount	Deficit	Shareholders' Deficiency
		$	$	$
Balance, September 30, 2011	21,583,372	1,724,000	(1,722,377)	1,623
Loss for the period	–	–	(5,117)	(5,117)
Balance, December 31, 2011	21,583,372	1,724,000	(1,727,494)	(3,494)
Balance,September 30, 2012	23,583,372	1,724,000	(1,838,576)	(114,576)
Loss for the period	–	–	(13,967)	(13,967)
Balance,December 31, 2012	23,583,372	1,724,000	(1,852,543)	(128,543)

See accompanying notes to the financial statements

ARRIS HOLDINGS INC.
Condensed Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

		Three Months Ended December 31,	
	Note	**2012**	**2011**
Cash (used in) provided by:		$	$
Operating activities			
Loss for the period		(13,967)	(5,117)
Items not involving cash			
Gain from market value adjustment of investments		-	(12,500)
Changes in non-cash operating working capital			
Other receivables		(40)	2,308
Accounts payable and accrued liabilities		(3,121)	22,103
Cash provided by (used in) operating activities		(17,128)	6,794
Financing activites			
Proceeds from issuance of a promissory note	7	15,432	-
Cash provided by financing activities		15,432	-
Increase (decrease) in cash		(1,696)	6,794
Cash, beginning of period		6,302	1,686
Cash, end of period		4,606	8,480
Supplementary information:			
Cash paid for interest expense		-	-
Cash paid for income taxes		-	-

1. NATURE OF OPERATIONS AND BASIC OF PRESENTATION

Arris Holdings Inc. (the "Company" or "AHI") was incorporated on October 30, 2009 in British Columbia, Canada. The company is an exploration stage company and its principal activity is the exploration and development of mineral properties. The Company's office is at Suite 200 – 8338 120th Street, Surrey, BC, V3W 3N4. The Company's common shares are currently traded on Canadian National Stock Exchange (the "CNSX") under the symbol "AAF".

These condensed interim financial statements including the comparatives have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and or private placement of common shares. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

2. STATEMENT OF COMPLIANCE AND BASIS OF PRESENTATION

Statement of compliance

These condensed interim financial statements for the three months ended December 31, 2012, together with the comparative figures herein (the "2013 Q1 Consolidated Interim Financial Statements) have been prepared in accordance with International Accounting Standards ("IAS") 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that these condensed interim financial statements be read in conjunction with the most recent audited annual financial statements of the Company for the year ended September 30, 2012.

These 2013 Q1 Consolidated Interim Financial Statements have been approved and authorized for issuance by the Board of Directors on February 11, 2013.

3. SIGNIFICANT ACCOUNTING STANDARDS

Basis of preparation

These 2013 Q1 Consolidated Interim Financial Statements have been prepared, in Canadian dollars, on an accrual basis and are based on historical costs, except for financial instruments measured at their fair value. The 2013 Q1 Consolidated Interim Financial Statements follow the same significant accounting policies set out in note 3 to the Company's annual financial statements for the year ended September 30, 2012. The Company has not adopted new accounting standards since then.

Significant estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, decommissioning, restoration and similar liabilities and contingent liabilities.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification of expenditures as exploration and evaluation expenditures or operating expenses;
- the classification of financial instruments; and
- the determination of the functional currency of the Company.

Accounting standards issued by not yet effective

IFRS 9, Financial Instruments, introduces new requirements for the classification and measurement of financial assets. IFRS 9 requires all recognized financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortized cost or fair value. Specifically, financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounting standards issued but not yet effective (continued)

due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. IFRS 9 is effective for annual periods beginning on or after January 1, 2015.

IFRS 10, Consolidated Financial Statements, requires an entity to consolidate an investee when it has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. IFRS 10 replaces SIC-12, Consolidation—Special Purpose Entities and parts of IAS 27, Consolidated and Separate Financial Statements.

IFRS 11, Joint Arrangements, requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities—Non-monetary Contributions by Venturers.

IFRS 12, Disclosure of Interests in Other Entities, establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates, and unconsolidated structured entities. The standard carries forward existing disclosures and also introduces significant additional disclosure that address the nature of, and risks associated with, an entity’s interests in other entities.

IFRS 13, Fair Value Measurement, is a comprehensive standard for fair value measurement and disclosure for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and does not always reflect a clear measurement basis or consistent disclosures.

IAS 19, Employee Benefits, has been amended to make significant changes to the recognition and measurement of defined benefit pension expense and termination benefits and to enhance the disclosure of all employee benefits. The amended standard requires immediate recognition of actuarial gains and losses in other comprehensive income as they arise, without subsequent recycling to net income. This is consistent with the Company’s current accounting policy. Past service cost (which will now include curtailment gains and losses) will no longer be recognized over a service period but instead will be recognized immediately in the period of a plan amendment. Pension benefit cost will be split between (i) the cost of benefits accrued in the current period (service cost) and benefit changes (past-service cost, settlements and curtailments); and (ii) finance expense or income. The finance expense or income component will be calculated based on the net defined benefit asset or liability. A number of other amendments have been made to recognition, measurement and classification including redefining short term and other long-term benefits, guidance on the treatment taxes related to benefit plans, guidance on risk/cost sharing features, and expanded disclosures.

IAS 32, Financial Instruments: Presentation. These amendments address inconsistencies when applying the offsetting requirements, and is effective for annual periods beginning on or after January 1, 2014.

(Unaudited – Expressed in Canadian Dollars)

4. CAPITAL STOCK

Authorized
Unlimited number of common shares and Class A and Class B preferred shares without par value.

Issued and outstanding
At December 31 and September 30, 2012, there were 21,583,372 issued and fully paid common shares.

Warrants and stock options
As at December 31 and September 30, 2012, there were no warrants and stock options outstanding.

5. EXPLORATION AND EVALUATION ASSET

On March 22, 2011 the Company acquired five mineral claims (the "Maggie Gold Property") located near Squamish, British Columbia for cash consideration of $7,500. The Company fully impaired the Maggie Gold Property during the year ended September 30, 2012.

There was no new acquisition during the three months ended December, 31, 2012. Continuity is as follows:

The Maggie Gold Property	Acquisition Costs	Accumulated Deferred Exploration Costs	Total
	$	$	$
Balance, September 30, 2011	7,500	3,407	10,907
Impairment	(7,500)	(3,407)	(10,907)
Balance, September 30 and December 31, 2012	-	-	-

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2012	September 30, 2012
	$	$
Trade payables	1,940	14,692
Accrued liabilities	125,888	116,257
	127,828	130,949

7. RELATED PARTY TRANSACTIONS

During the three months ended December 31, 2012, the Company incurred rent expense of $7,500 (2012 Q1 - $6,000) and consulting fees of $nil (2012 Q1 - $15,000) to companies controlled by the President of the Company. As at December 31, 2012, the Company's accounts payable and accrued liabilities balance included $113,680 owing to companies controlled by the President of the Company (September 30, 2012 -$105,280) and $nil owing to a director of the Company (September 30, 2012 -$4,428). These amounts are unsecured, non-interest bearing and due on demand.

During the three months ended December 31, 2012, the Company borrowed $15,432 from a company controlled by the President of the Company by issuing a promissory note. This promissory note is unsecured, due on demand, and does not bear any interest.