ARRIS HOLDINGS INC.

Condensed Interim Financial Statements

Third Quarter, 2013

(Expressed in Canadian Dollar)

(Unaudited)

NOTICE TO READER

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.

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

	Note	June 30, 2013	September 30, 2012
		$	$
Assets			
Current assets			
Cash		4,564	6,302
Other receivables		567	10,071
Total assets		5,131	16,373
Liabilities and shareholders' deficiency			
Current liabilities			
Accounts payable and accrued liabilities	6,7	13,734	130,949
		13,734	130,949
Shareholders' deficiency			
Share capital	4	1,874,000	1,724,000
Deficit		(1,882,603)	(1,838,576)
		(8,603)	(114,576)
Total liabilities and shareholders' deficiency		5,131	16,373
Nature of operation and basic of presentation	*1*		

See accompanying notes to the condensed interim financial statements

Approved and authorized for issuance by the Board of Directors on August 18, 2013

"Sandy Janda"
Director

"Jack Bal"
Director

ARRIS HOLDINGS INC.

Condensed Interim Statements of Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

		Three Months Ended June 30,		Nine Months Ended June 30,	
	Note	**2013**	**2012**	**2013**	**2012**
		$	$	$	$
Expenses					
Consulting	7	5,000	5,000	5,000	27,500
Office and administration		1,511	552	5,937	1,922
Occupany cost	7	7,500	5,762	22,500	17,762
Professional fees		1,663	2,625	3,156	9,800
Trust and filing fees		3,076	1,501	7,434	7,922
Loss before other items:		(18,750)	(15,440)	(44,027)	(64,906)
Gain (loss) from market value adjustment of investments		–	–	–	10,905
Net loss and comprehensive loss		(18,750)	(15,440)	(44,027)	(54,001)
Loss per share, basic and diluted		(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of outstanding shares		23,583,372	21,583,372	22,837,985	21,583,372

See accompanying notes to the condensed interim financial statements

Arris Holdings Inc.
Condensed Interim Statements of Changes in Equity (Deficiency)
(Unaudited - Expressed in Canadian Dollars Except for Number of Shares)

	Share Capital			
	Number	Amount	Deficit	Shareholders' Deficiency
		$	$	$
Balance, September 30, 2011 (restated)	21,583,372	1,724,000	(1,722,377)	1,623
Loss for the period	–	–	(54,001)	(54,001)
Balance, June 30, 2012	21,583,372	1,724,000	(1,776,378)	(52,378)
Balance,September 30, 2012	21,583,372	1,724,000	(1,838,576)	(114,576)
Units issued for cash	2,000,000	150,000	–	150,000
Loss for the period	–	–	(44,027)	(44,027)
Balance, June 30, 2013	23,583,372	1,874,000	(1,882,603)	(8,603)

See accompanying notes to the condensed interim financial statements

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

		Nine Months Ended June 30,	
	Note	**2013**	**2012**
Cash (used in) provided by:		$	$
Operating activities			
Loss for the period		(44,027)	(54,001)
Items not involving cash			
Gain from disposition of investments		–	(10,905)
Changes in non-cash operating working capital			
Other receivables		9,504	(2,020)
Investment		–	10,905
Accounts payable and accrued liabilities		(117,215)	51,919
Cash used in operating activities		(151,738)	(4,102)
Financing activites			
Units issued for cash		150,000	–
Cash provided by financing activities		150,000	–
Investing activites			
Changes in notes receivable		–	5,000
Cash provided by financing activities		–	5,000
Increase (decrease) in cash		(1,738)	898
Cash, beginning of period		6,302	1,686
Cash, end of period		4,564	2,584
Supplementary information:			
Cash paid for interest expense		–	–
Cash paid for income taxes		–	–

See accompanying notes to the condensed interim financial statements

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 nine months ended June 30, 2013, together with the comparative figures herein 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 interim financial statements have been approved and authorized for issuance by the Board of Directors on August 18, 2013.

3. SIGNIFICANT ACCOUNTING STANDARDS

Basis of preparation

These 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. These 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 but 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
The Company completed a private placement on January 10, 2013, whereby two millions of units were issued at $0.75/unit (the "Private Placement") for gross proceeds of $150,000 to finance the Company's general operations. Each unit consists of one common share in the equity of the Company and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.10 per share for a period of two years from the date of completion of the private placement.

As at June 30, 2013, the Company had 23,583,372 common shares issued and outstanding (September 30, 2012 – 21,583,372).

Warrants
In January, 2013 the Company issued 2,000,000 share purchase warrants in connection with the Private Placement. Proceeds from issuances of units consisting of shares and warrants are allocated based on the residual method. The fair value of the warrants is determined to be the difference between gross proceeds over the estimated fair market value of the shares. As a result, $Nil was allocated to account for the 2,000,000 warrants issued.

As at June 30, 2013, the Company had 2,000,000 warrants outstanding (Nil – September 30, 2012) with an expiry date of January 10, 2015. As at June 30, 2013, the Company's warrants had a weighted average remaining life of 1.53 years and weighted average exercise price of $0.1/share.

Stock options
As at June 30, 2013 and September 30, 2012, the Company did not have outstanding stock options .

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 nine months ended June 30, 2013. 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 June 30, 2013	-	-	-

(Unaudited – Expressed in Canadian Dollars)

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2013	**September 30, 2012**
	$	$
Trade payables	12,234	14,692
Accrued liabilities	1,500	116,257
	13,734	130,949

7. RELATED PARTY TRANSACTIONS

During the nine months ended June 30, 2013, the Company incurred rent expense of $22,500 (nine months ended June 30, 2012 - $17,762) to companies controlled by a former director, and consulting fees of $5,000 to a Company controlled by a relative of the Company's CEO (nine months ended June 30, 2012 - $35,000 charged by a Company controlled by a former director of the Company). As at June 30, 2013, the Company had a balance of $9,762 owing to companies controlled by a former director of the Company (September 30, 2012 -$105,280). 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 a former director of the Company by issuing a promissory note. This promissory note is unsecured, due on demand, does not bear any interest, and was fully repaid in January 2013.