



8338-120th Street, Surrey, British Columbia
Canada, V3W 3N4

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON February 7, 2014**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “Meeting”) of the shareholders of ARRIS HOLDINGS INC. (“Arris” or the “Company”) will be held at 8338-120th Street, Second Floor, Surrey, British Columbia on Friday, the 7th day of February, 2014 at 1:30 p.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended September 30, 2013 and the report of the auditor on those statements;
2. To fix the number of directors for the ensuing year at five;
3. To elect directors for the ensuing year;
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to affirm, ratify and approve the Arris Stock Option Plan;
6. to consider and, if deemed appropriate, pass a special resolution authorizing the Company to subdivide all of the issued and outstanding Shares into a larger number of Shares on a five-for-one basis, as more particularly described in the accompanying management information circular of the Company (“Circular”);
7. to consider and, if deemed appropriate, pass a special resolution authorizing the Company to change its name to GLOBAL HEMP GROUP, INC., or such other name as determined by the directors, as more particularly described in the accompanying management information circular of the Company (“Circular”);
8. To transact such other business as may properly come before the Meeting or any adjournments thereof.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Information Circular and enclosed proxy (the “Proxy”) and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed, or a notarially certified copy, to the Company’s registrar and transfer agent, Valiant Trust, 600-750 Cambi Street, Vancouver, B.C. V6B 0A2 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment.

As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to represent you at the Meeting.

Unregistered shareholders who received the Proxy through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary.

DATED at Surrey, British Columbia, this 30th day of December, 2013.

ARRIS HOLDINGS INC.

(signed) “Charles Larsen”
Chief Executive Officer