

**FORM 51-102F3  
MATERIAL CHANGE REPORT  
PURSUANT TO SECTION 7 OF NATIONAL INSTRUMENT 51-102**

**ITEM 1 REPORTING ISSUER**

ARRIS HOLDINGS INC.  
8338-120<sup>th</sup> Street  
Surrey, BC V3W 3N4

**ITEM 2 DATE OF MATERIAL CHANGE**

February 21, 2014.

**ITEM 3 NEWS RELEASE**

News Release was filed on SEDAR and CSE on February 18, 2014 and disseminated over [news@stockwatch.com](mailto:news@stockwatch.com), [news@baystreet.com](mailto:news@baystreet.com) and MarketWired.com

**ITEM 4 SUMMARY OF MATERIAL CHANGE**

The Company divided its issued and outstanding common stock division on a five new for one old basis.

**ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE**

The issued common shares of the Company have been divided on the basis of one pre-division share for five post-division shares.

Any fractional share remaining after giving effect to the aforementioned division that is less than one-half of one share shall be deemed to be cancelled and each fractional share that is at least one-half of one share shall be deemed to be changed to one whole share.

Trading the share subdivision basis will commence February 21, 2014. The record date for the stock division is February 26, 2014.

**ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

N/A

**ITEM 7 OMITTED INFORMATION**

N/A

**ITEM 8 EXECUTIVE OFFICER**

Charles Larsen  
Chief Executive Officer