

Arris Holdings Inc.

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Management Discussion & Analysis

First Quarter Ended December 31, 2013.

Management's Discussion and Analysis

The following is management's discussion in respect of the results of operations and financial position of Arris Holdings Inc. Corp. (the "Company" or "AHI") for the first quarter ended December 31, 2013 and should be read in conjunction with the Company's audited annual financial statements for the most recent year ended September 30 2013 and the Company's condensed consolidated interim financial statements for the first quarter ended December 31, 2013. The Company's financial statements have been presented in accordance with International Financial Reporting Standards and are presented in Canadian dollars. Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history and properties of the Company are available on SEDAR and may be accessed at www.sedar.com.

This MD&A has been prepared effective as of February 22, 2014

Forward Looking Statements

The information presented in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward-looking statements" or "forward-looking information" (collectively "forward-looking statements") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws.

Such forward-looking statements, including but not limited to those with respect to the price of metals, the timing and amount of estimated future mineralization and economic viability of properties, capital expenditures, costs and timing of exploration projects, permitting timelines, title to properties, the timing and possible outcome of pending exploration projects and other factors and events described in this MD&A involve known and unknown risks, uncertainties and other factors such as general economic and business conditions, change in foreign currency exchange rates, and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Since forward looking statements address future events and conditions, by their nature, they involve inherent risks and uncertainties. Readers should verify all claims and do their own due diligence before investing in any securities mentioned or implied in this document. Investing in securities is speculative and carries a high degree of risk.

These statements are based on management's current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and we do not intend nor do we undertake any obligation to update or revise any forward-looking statements whether written or oral that may be made by or on the Company's behalf should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by securities law.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

<i>Forwarding looking statements</i>	<i>Assumptions</i>	<i>Risk factors</i>
The Company may further raise capital in the future to finance the Company's operations through equity or debt financing, including related party loan, or through other arrangements including but not limited to joint-venturing.	<i>Based on management's current plan in raising capital in the future.</i>	<i>Change in interest rate, support by related parties, change in condition of capital market</i>

Overall Performance

Background

Arris Holdings Inc. was incorporated on October 30, 2009 in British Columbia, Canada. The company's principal activity was the exploration and development of mineral properties in fiscal 2013. The Company currently plans to pursue business opportunities in the industrial hemp sector. As a result, the Company's shareholders approved a name change to Global Hemp Group Inc. in the Company's annual general special meeting held on February 7, 2014. Readers should be cautioned that the proposed changes in principal business and name change are pending regulator's approval as of the date of this report.

The Company's office is Suite 200 – 8338 120th Street, Surrey, BC, V3W 3N4. The Company's common shares are currently traded on Canadian Securities Exchange under the symbol "AAF" and on Boerse-Frankfurt Exchange under the symbol "ANI".

Corporate Update

Mr. Charles Larsen, was appointed the Company's director and Chief Executive Officer on December 12, 2013. And Dr. Reid Jilek, was appointed the Chief Business Development Officer of the Company and was elected the Company's director on February 7, 2014. The Company is expected to be benefited from the newly appointed officers' experience and exposure in the hemp industry.

Mr. Mikhail Gurfinkel and Donald Steinberg also joined the Company as director commencing February 7, 2014. The new directors are expected to provide the Company their vision and experiences in the process of developing the companying into new business areas.

On December 17, 2013, the Company incorporated a wholly owned subsidiary Global Hemp Group, Inc. in Nevada of U.S.A. The Company will conduct business in the U.S.A through this subsidiary in the future. As of the date of this report, the Company is still in the planning stage of finalizing a business plan for the Company to get into the industrial hemp sector. No operation has been started yet.

Share Capital Update

On February 7, 2014, the Company's shareholders approve a 1-5 (one to five) forward stock split (the "Stock Split") in the Company's annual general special meeting. This Stock Split will become effective on February 26, 2014. The presentation of number of outstanding shares, warrants, loss per shares in this MD&A has not been adjusted to reflect this Stock Split.

Subsequent to the quarter ended December 31, 2013, the Company received requests from holders of the Company's warrants to exercise 100,000 of the Company's warrants into common shares at \$0.01/share. The \$100,000 subscription receipts from the warrant exercise were paid by the settlement of the \$21,900 note payable outstanding as at the first quarter ended December 31, 2013 plus \$78,100 cash payments made in January and February of 2014.

Selected Quarterly Information

The following table summarizes the results of operations for the Company's eight most recent quarters.

	Quarter Ended							
	December 31,	September	June 30,	March	December	September	June 30,	March 31,
	2013	30, 2013	2013	31, 2013	31, 2012	30, 2012	2012	2012
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	-	-	-	-	-	-	-	-
Operating expenses	30,816	22,176	18,750	11,310	13,967	26,291	15,440	31,849
Loss from continued operations and net loss	30,816	22,176	18,750	11,310	13,967	62,198	15,440	33,444
Loss per share, basic and diluted	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

The Company is in its beginning stage and has not earned revenue since inception. Its past results of operation were not subject to seasonality. Management expects operating costs may go up when the Company started to increase its business activities in the future.

Results of Operations

Quarter Ended December 31, 2013 ("2014 Q1")

The Company has not earned any revenue since inception, and does not expect to have revenue in the foreseeable future until the Company is developed into a viable business. Loss for 2014 Q1 was \$30,816 (2013 Q1 – loss of \$13,967). The \$30,816 loss was mainly a result of having operating expenses of \$30,816 (2013 Q1 – \$13,967) in 2014 Q1.

The \$30,816 operating expenses consisted mainly of \$3,750 in consulting fees (2013 Q1 - \$Nil), \$3,750 of occupancy costs (2013 Q1 - \$7,500), and \$18,036 in trust and filing fees (2013 Q1 - \$3,611). The trusting and filing fees increased by \$14,425 as the Company incurred a one-time expenditures for listing its shares on Boerse-Frankfurt Exchange during 2014 Q1.

As at December 31, 2013, the Company had \$4,538 cash (September 30, 2013 - \$812), accounts payable and accrued liabilities of \$44,233 (September 30, 2013 - \$31,591), note payable of \$21,900 (September 30, 2013 - \$Nil), and \$1,874,000 share capital (September 30, 2013 - \$1,874,000)

During 2014 Q1, the Company borrowed \$21,900 from a non-related party to finance its operations. This non-related party is also a holder of the Company's warrants. This non-related party exercised 500,000 warrants to common shares at \$0.1/share in February 2014 by paying \$28,100 cash and settlement of this \$21,900 note payable.

Liquidity and Capital Resources

Financing of operations has been achieved primarily through equity and debt financing. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they are due. As at December 31, 2013, the Company had a working capital deficiency of \$61,595. Subsequent to the 2014 Q1, the

Company received \$100,000 subscription receipts when 1,000,000 warrants of the Company were exercised into common shares at \$0.1/share. The working capital deficiency has been eliminated.

Management realizes that the current liquidity and capital on hands are not sufficient to develop the Company into a viable business. The Company may further raise capital in the future to finance the Company's operations through equity or debt financing, including related party loan, or through other arrangements including but not limited to joint-venturing.

While the Company believes it will be able to raise additional financing when required, there is no guarantee that the Company can complete equity or debt financings in the future. There are inherent risks associated with the equities market and fluctuations in this market could negatively impact the Company's liquidity and access to capital resources. See the "Risks and Uncertainties" for further discussion of the risks the Company may have.

The Company does not have capital commitments and its capital resources are not subject to external restrictions.

During 2014 Q1, the Company received \$21,900 from its financial activities by issuing promissory notes.

During 2014 Q1, the Company had no cash inflow/outflow from its investing activities.

Proposed Transactions

There are no proposed transactions that may have material impact to the Company except the proposal change of business focus discussed in the section of "Overall Performance".

Outstanding Share Data

As at the date of this MD&A, the Company has the following shares or equities that are convertible to the Company's share capital:

Class A Common Shares	24,583,372
Warrants	-1,000,000-
Stock Options	-0-

Off-Balance Sheet Arrangements

The company does not have off-balance sheet arrangements.

Transactions with Related Parties

Related Party	Quarter Ended December 31,		Description
	2013	2012	
A&A Progressive Development Ltd. ("A&A") (i)	\$ 3,750	\$ 7,500	Occupancy cost
A&A Progressive Development Ltd. (i)	3,750	\$ -	Consulting fees

As at December 31, 2013, the Company's accounts payable and accrued liabilities balance included \$25,512 payable owing to A&A (September 30, 2012- \$17,637) and \$1,740 payable owing to Innovative Properties Inc. (ii) for consulting services. Related-party payables are un-secured and non-interest bearing.

(i) *Lucky Janda, a former director of the Company and a family member of the Company's director, Sandy Janda, who was also the Company's Ex-CEO as at December 31, 2013.*

(ii) *The CEO of Innovative Properties Inc. is a family member of the Company's director and Ex-CEO (Sandy Janda) as at December 31, 2013. Innovative Properties provide administrative/regulatory compliance services to the Company from time to time.*

Financial Instruments and Other Instruments

Refer to Notes 3 and 11 to the Company's audited financial statements for the year ended September 30, 2013 and note 8 to the Company's unaudited condensed consolidated interim financial statements for the quarter ended December 31, 2013.

Changes in Accounting Policies including Initial Adoption

Refer to Notes 3 to the Company's unaudited condensed consolidated interim financial statements the quarter ended December 31, 2013.

Risks and Uncertainties

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. Significant risks of the Company's business include the following:

New Business

Our business is subject to risks inherent in the establishment of a new business enterprise, such as limited historical financial information, limited capital resources and the inability to raise additional funds when required. No commitments to provide additional funds have been made by management or other shareholders.

Dilution to the Existing Shareholders

The Company is very likely to further issue common stock to raise additional capital. The issuance of additional equity securities by the Company could result in a significant dilution in the equity interests of existing shareholders.

Reliance on Management's Expertise

AHI strongly depends on the expertise of its management team and there is little possibility that this dependence will decrease in the near term. The loss of the services of any member of such team could have a material adverse effect on the Company. AHI does not have any key person insurance in place for management.

Permits and Licenses

The hemp industry may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that are required to carry out the Company's hemp business.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies in similar line of business. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be made in accordance with their duties and obligations to deal fairly and

in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Financial and Disclosure Controls and Procedures

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

In connection with Exemption Orders issued in November 2007 and revised in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate under National Instrument ("NI 52-109") (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Directors and Officers

Sandy Janda	Ex - CEO (resigned on December 12, 2013), director
Jack Bal	Ex- Director (resigned on December 12, 2013)
Mikhail Gurfinkel	Director (appointed on November 4, 2013)
Jamie Lewin	Ex -Chief Financial Officer (resigned in December 2013)
Larry Tsang	Chief Financial Officer – appointed on January 13, 2014
Charles Larsen	Director and Chief Executive Officer (appointed on December 12, 2013)
Mr. Donald Steinberg	Director (appointed on February 7, 2014)
Dr. Reid Jilek,	Director and Chief Business Development Officer (appointed on February 7, 2014)