ARRIS HOLDINGS INC.

MANAGEMENT DISCUSSION & ANALYSIS

FOR THE YEAR ENDED SEPTEMBER 30, 2010

THIS MD&A IS DATED JANUARY 24, 2010

The following management's discussion and analysis (the "MD&A") of the financial condition and results of the operations of Arris Holdings Inc. (the "Company" or "AHI") constitutes management's review of the factors that affected the Company's financial and operating performance for the first year ended September 30, 2010 and should be read in conjunction with the Company's audited financial statements for the same period. These audited financial statements (the "2010 Financial Statements") have been prepared in Canadian dollars unless otherwise stated, and in accordance with Canadian generally accepted accounting principles ("GAAP"). This document is dated January 24, 2010. Readers can find the Company's 2010 Financial Statements and further information regarding the company and its operations on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Forward Looking Statements

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. These statements concerning possible or assumed future results of operations of the Company are usually preceded by, followed by or include the words 'believes', 'expects', 'anticipates', 'estimates', 'intends', 'plans', 'forecasts', 'may', 'will', or similar expressions, although not all forward-looking statements contain these words. Forward-looking statements are not guarantees of future performance. These forward-looking statements are based on management's current expectations and involve numerous risks and uncertainties, including, but not limited to, those identified in the Risks & Uncertainties section. As a company that depends on the investment marketplace for its revenues, readers are cautioned that the Company cannot accurately predict how future conditions my impact our investment portfolio. Such conditions may include general economic, political or market factors in Canada or elsewhere, changes to regulatory or compliance requirements, changes in government policies, the risks inherent in a capital intensive business, the possible future impact of tax exposures, currency and exchange rate fluctuations, changes in interest rates that affect the cost of borrowing, or the performance of the businesses included in our stock portfolio; all of which are difficult or impossible to predict accurately. While we believe the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate. These factors should be considered carefully, and readers should not place undue reliance on forward-looking statements. Arris Holdings Inc. has no intention and undertakes no obligation to update or revise any forward-looking statements, whether written or oral that may be made by or on the Company's behalf.

About Arris Holdings Inc.

Arris Holdings Inc. was incorporated on October 30, 2009. On November 2, 2009, the Company and its former parent company, RTN Stealth Software Inc. ("RTN") (formerly known as Arris Resources Inc.), entered into a Plan of Arrangement. Under the Plan of Arrangement the Company acquired a portfolio of securities ("Equity Portfolio") from RTN in exchange for the issuance of 17,583,372 of the Company's common shares.

On the effective date of the Plan of Arrangement, January 5, 2010, AHI acquired the Equity Portfolio at the carrying value of the Equity Portfolio ($1,484,000) in the accounts of RTN, in exchange for the issuance of 17,583,372 AHI's common shares. Each shareholder of RTN of record, as of the close of business on November 5, 2009, received their pro-rata share of the 17,583,372 common shares of the Company issued for the acquisition of RTN's Equity Portfolio (see "**Related Party Transactions**" for more details).

The common shares of the Company started to trade on the Canadian National Stock Exchange on April 14, 2010 under the Symbol “AHI”; the symbol was subsequently changed to “AAF”.

Overall Performance

Principal Business

The Company’s principal business is the development of its investment in marketable securities. AHI manages an Equity Portfolio and is engaged in seeking out new investment opportunities that focus on Canadian small cap private and public companies in the resource sector with a focus on increasing the Company’s value to the benefit of its stakeholders. Accordingly, its financial success may be dependent upon the extent to which it can develop the Equity Portfolio and the economic viability of developing any such additional portfolios.

Private Placement

On March 16, 2010 the Company completed a non-brokered private placement for proceeds of CAD$100,000 (the “Private Placement”). As part of the Private Placement, the Company issued a total of 2,000,000 units at a price of CAD$0.05 per unit (the “Units”). Each Unit consists of one common share (a “Share”) and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase Share at an exercise price of CADS$0.07 for a period of two years. The proceeds from the Private Placement were allocated to general working capital processes.

Ability to Continue as a Going Concern

The 2010 Financial Statements have been prepared in accordance with Canadian generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company had bank indebtedness of $11,358 as at September 30, 2010 and has incurred losses since inception. Management recognizes that the Company will need to obtain additional debt or equity financing in order to meet its planned business objectives, to repay its liabilities arising from normal business operations when they come due, and to maintain its operations in the next twelve months. There is no assurance that the Company will be able to raise additional financing. These factors raise substantial doubt about the Company’s ability to continue as a going concern. The 2010 Financial Statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in business.

Selected Annual Information

On September 30, 2010, the Company completed its first fiscal year since incorporation. The following chart includes selected annual information for the current year. This information has been prepared in accordance with Canadian GAAP.

	2010 **$**
Revenues	-
Net loss	516,603
Net loss per share, basic and diluted	0.05
Total assets	1,118,932
Total long term liabilities	-
Cash dividend	-

Results of Operations

This is the first year of the Company and therefore there is no comparison of current year's result and financial position to the comparative period in the prior year. Analysis for the results of operations is as follows:

For the year ended September 30, 2010

Investments, notes receivable, bank indebtedness, and accounts payable balances increased from the date of incorporation by $1,063,260, $50,736, 11,358, and $40,177 respectively. The increase in investment was mainly a result of the acquisition of the Equity Portfolio from its former parent RTN (discussed in "**About Arris Holdings**"). The increase in notes receivable represented short term loans to various external unrelated consultants who may help the Company develop its investment portfolio in the future. Increases in bank indebtedness and accounts payable resulted from operating expenses.

Loss for the year was $516,603 which was mainly a combined result of a $641 gain from disposition of investments, $84,868 in operating expenses and a $432,376 loss from market value adjustment of investments. The $84,868 operating expense consisted mainly of $35,500 in consulting fees, $17,194 in trust and filing fees (related to public company regulatory filings), $20,507 in professional fees, and $10,000 in rent. The loss from market value adjustment of investments represented the unrealized loss from adjusting the Company's investments to their fair market values as at September 30, 2010.

For the quarter ended September 30, 2010

The Company had no revenue in the current quarter from the disposition of its investment. Loss in the current quarter was $60,253 (2010 Q3 – loss of $213,965). The loss in the current quarter was a combined result of a $13,100 mark-to-market mark down for the investment held (2010 Q3 – mark down $193,500), operating expenses of $47,153 (2010 Q3 – 20,465), and a gain from the disposition of investment of $nil (2010 Q3 - $nil).

During the current quarter, the $47,153 operating expenses consisted mainly of $25,000 consulting fees (2010 Q3 - $ 10,500), $6,000 rent (2010 Q3 - $4,000), $13,402 in professional fees (2010 Q3- $2,100), and $2,267 in trust and filing fees (2010 Q3 - $3,731). Commencing May, 2010, the Company rented an office on a monthly basis at a monthly rent of $2,000 and engaged a consultant to provide management services to the Company. The increase in rent and consulting fees from the last quarter, mainly resulted from these arrangements. The increase in professional fees from the last quarter largely resulted from professional fees payable for the Company's year-end audit.

In accordance with the Company's accounting policies, the Company's investments are classified as held-for-trading financial instrument, and the Company is required to mark its investments to fair value at the end of each reporting period in accordance with the Canadian generally accepted accounting principles. The mark –to-market write down in the current quarter was $13,100 compared to a $193,500 mark down in the last quarter. It is expected the Company will incur more unrealized gain or loss in the future reporting periods.

Summary of Quarterly Results

The following table summarizes the results of operations for the four most recent quarters of the Company since its incorporation on October 30, 2009:

	Quarter Ended			
	2010			2009
	September 30 $	June 30 $	March 31 $	Oct 30 (inception) to Dec 31 $
Total Revenue	-	-	-	-
Gain from disposition of investment	-	-	641	-
Loss from market value adjustment of investments	13,100	193,500	225,776	
Operating expenses	47,153	20,465	13,250	4,000
Net loss	60,253	213,965	238,385	4,000
Net loss per share, basic and diluted	0.00	0.01	238,385	4,000

It is anticipated that general operating and administrative costs will continue to be low while AHI is in the early stages of development to allow the Company to direct its resources toward development of its investment portfolio.

Liquidity

Financing of operations is achieved primarily through equity financing. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2010, the Company had a working capital of $1,067,397 and current liabilities of $51,535 (including bank indebtedness of $11,358). The Company is considering disposing of part of its investments or acquiring further debt or equity financing to fund the Company's operations and the repayment of its liabilities.

The Company did not generate any cash flows from financing activities.

The Company's business is investing in equities and it may need to raise further funds in order to meet its need for cash to build further equity portfolios. The Company intends to finance its development of its investment portfolio and operations by further equity financing or by selling some of its investment portfolio when needed.

There are inherent risks associated with the equities market and fluctuations in this market could negatively impact the Company's liquidity. See "**Risks and Uncertainties**" for further discussion of the risks to the Company's liquidity.

Capital Resources

AHI is a start-up investment company and therefore has no regular source of income, other than interest income it may earn on funds invested in short–term deposits and dividend income that may earn from its investment in marketable securities. As a result, AHI's ability to conduct operations, including the development of its investment portfolio or the evaluation and acquisition of additional marketable securities, is based on its ability to raise funds, primarily from equity sources in the future. There is no assurance that the Company will be able to do so.

Proposed Transactions

There are no proposed transactions that may have material impact to the Company.

Outstanding Share Data

Authorized Share Capital: Unlimited Class A common shares without par value
Unlimited Class B preferred shares without par value

Class A Common Shares	19,583,372	
2010 Series 1 Warrants[1]	2,000,000	Expiring March 16, 2012
Stock Options	-0-	

[1]Each share purchase warrant is exercisable into one common share at an exercise price of $0.07 per share on or before March 16, 2012.

Off-Balance Sheet Arrangements

The company has no off-balance sheet arrangements.

Transactions with Related Parties

Related Party	2010	Description
Cabmerl Industries Ltd.[1]	$10,000	Rent
	$25,000	Consulting Fees

1 Lucky Janda is a director of Cabmerl Industries Ltd. (“Cabmerl”).

On May 1, 2010, AHI entered into a lease agreement and a consulting agreement with Cabmerl, the monthly rent and consulting fees are $2,000 and $5,000 respectively. The terms of these two agreements are not fixed and can be terminated on thirty days notice. During fiscal 2010, AHI was charged $10,000 rent and $25,000 consulting fees by Cabmerl. The transactions with Cabmerl have occurred in the normal course of operations and have been measured at exchange amounts agreed by both parties. As at September 30, 2010, the Company’s accounts payable and accrued liabilities balance included a $27,300 payable balance owing to Cabmerl. This related-party payable is un-secured and non-interest bearing.

1. The Plan of Arrangement (discussed in “Overall Performance”) envisioned the transfer of the Equity Portfolio from RTN to the Company, and the immediate distribution of a controlling interest in the common shares of the Company to the shareholders of RTN. The shareholders of RTN at the time of the transfer continued to collectively own the Equity Portfolio. Consequently, there was no substantive change in the beneficial ownership of the Equity Portfolio at the time that the Equity

Portfolio was vended to the Company. As such the transfer of the Equity Portfolio was recorded, in accordance with the Canadian generally accepted accounting principles, at the carrying values $1,484,000 of the Equity Portfolio in the accounts of RTN at the time of transfer. The Equity Portfolio consisted of the following marketable securities at the transfer:

Marketable Securities	Number of securities transferred	Value of the transfer being the carrying value at RTN' account on January 5, 2010
Publicly traded common shares		
-Desert Gold Ventures Inc.	300,000	$ 240,000
-Ona Power Corp.	2,800,000	509,600
-Maxtech Ventures Inc.	440,000	264,000
Share purchase warrants of publicly traded shares		
-Ona Power Corp.	2,800,000	470,400
		$ 1,484,000

Significant Accounting Policies including Initial Adoption

The accounting policies of the Company are disclosed in the Note 2 to its 2010 Financial Statements which is available at www.SEDAR.com.

Critical Accounting Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting periods. Actual results could differ from these estimates.

Significant areas requiring the use of management estimates are assumptions used in bifurcating warrants attached to units sold in private placements, assumptions used in determining the fair value of financial instruments, including the investments held by the Company, and future income tax asset valuation allowances.

Financial Instruments and Management of Risks

The Company's financial instruments consist of cash, investments, receivables, notes receivable, bank indebtedness, accounts payable and accrued liabilities; the fair values of which are considered to approximate their carrying value due to their short-term maturities or ability of prompt liquidation.

All financial instruments are classified into one of five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments and derivatives are measured in the balance sheet at fair value except for loans and receivables, held-to maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification. Held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net income. Available-for-sale financial

instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired.

The Company has classified its cash, investments, bank indebtedness as held-for-trading; receivables, notes receivable, as loans and receivables. Accounts payable & accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. The Company's other receivable balance may consist of amounts outstanding on Input Tax Credits from Canada Revenue Agency. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2010, the Company had a working capital of $1,067,397 and current liabilities of $51,535 (including bank indebtedness of $11,358). The Company is considering disposing of part of the investment or acquiring further debt or equity financing to obtain adequate funding to maintain the Company's operations and the repayment of liabilities. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollar. Cash and accrued liabilities are denominated in Canadian currency. Therefore, the Company is not exposed to currency risk.

Fair Value Measurement - The Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3862 "Financial Instruments Disclosures" requires financial instruments measured at fair value classified into one of the three-level hierarchy based upon the significance of inputs used in estimating.

Level 1 – quoted prices in active markets for identical assets or liabilities.

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.: as prices) or indirectly (i.e.: derived from prices).

Level 3 – inputs for the asset or liability that are not based on observable market data.

The classifications as at September 30, 2010 are as follows:

	Level 1	Level 2	Level 3
Financial asset			
Investment	$979,260	$84,000	$ -
Financial liability			
Bank indebtedness	$11,358	$ -	$ -

International Financial Reporting Standards (IFRS)

In February 2008, the Canadian Accounting Standards Board announced that 2011 is the changeover date for publicly accountable profit-oriented enterprises to use IFRS, replacing Canadian GAAP for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. As a result, the conversion from Canadian GAAP to IFRS will be applicable to the Company's reporting for the first quarter of fiscal 2012 (beginning on October 1, 2011) for which current and comparative information will be prepared on an IFRS basis. In light of these requirements, the Company has adopted a four phase approach to ensure successful conversion to IFRS, including:

Phase 1 - diagnostic impact assessment. - This phase is essentially completed.

Phase 2 - design and planning: to identify specific changes required to existing accounting policies, information system, and business processes. - This phase is essentially completed.

Phase 3 – solution development: to develop the Company's accounting policies among alternatives allowed under IFRS and the draft of IFRS financial statements. This phase is in the progress.

Phase 4 – implementation – to execute the changes to information systems and business processes, completing formal authorization processes to approve recommended accounting policies changes and training programs across the Company's finance and other staff, as needed. This phase is in the progress.

The Company has completed the diagnostic impact assessment and has identified the following areas to date that may impact the financial statements under IFRS, including:

a) Financial Instruments

The ISAB recently issued IFRS 9 "Financial Instruments", which addresses the recognition and measurement of financial assets. Financial assets are initially measured at fair value and classified as either amortized-cost or fair-value. This differs from the current Canadian GAAP (CICA Handbook section 3855 "Financial Instruments: Recognition and Measurement"), in that financial assets are initially recorded at fair value, and they are classified in one of the followings: held-for-trading, held-to-maturity, loans and receivables, or available-for-sale.

Under Canadian GAAP, any gains or losses from "available-for-sale" financial assets are recognized in other comprehensive income; however, this classification does not exist under IFRS 9. Any changes in fair value or amortization of amortized-cost financial assets are recognized into net income directly. This difference between Canadian GAAP and IFRS is not expected to have a significant quantitative impact on the Company's financial statements given the Company does not have available-for-sale financial instruments.

b) Income Taxes

Under IFRS, a deferred tax asset is recognized to the extent it is "probable" that taxable profit will be available against which the deductible temporary differences can be utilized. Under Canadian GAAP, future tax assets are recognized if it is more likely than not that such asset will be realized. The term "probable" is not defined in IAS 12. However, entities have often used a definition of "more likely than not" similar to Canadian GAAP. Accordingly, we do not expect the adoption of IFRS will result in significant difference as long as the Company uses "more likely than not" as its definition of "probable".

Risks and Uncertainties

The Issuer's securities are speculative and investment in the Issuer's securities involves a high degree of risk and the possibility that the investor will suffer the loss of the entire amount invested.

New Enterprise

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.

Equity Investment Risks

An investment in the common shares of the Issuer should be considered highly speculative, not only due to the Issuer's limited business history but also due to the consideration that equity investments are always subject to varying degrees of risk. These risks may include changes in general economic conditions such as the availability and cost of financing capital; changes in local conditions, such as employment; changes to tax laws; and changes to incentive programs related to the areas in which the Issuer intends to invest. In addition, financial difficulties of other equity investors result in distress sales, which may depress the stocks in which the Issuer operates.

Market Risks

Market risk is the risk that the fair value of, or future cash flows from the Company's investment in marketable securities will significantly fluctuate because of changes in market prices. The Company will be exposed to market risk or equity risk or equity price risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. Additionally, the Company marks its investments to market in accordance with the accounting policies at each reporting period. This process could result in significant write downs of the Company's investments over one or more reporting periods, particularly during periods of declining resource markets. The fair value of the investments to the equity of private companies may not have a direct correlation to market prices.

Dilution to the Existing Shareholders

The Issuer has no other capital resources other than the ability to use its common stock to raise additional capital. The issuance of additional equity securities by the Issuer could result in a significant dilution in the equity interests of existing shareholders.

Reliance on Management's Expertise

AHI strongly depends on the business acumen and investing 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 affect on the Issuer. AHI does not have any key person insurance in place for management.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive.

Conflicts of Interest

The Company's investment as at June 30, 2010 consisted of common shares and share purchase warrants of various public companies. The CEO of the Company also serves as a director of one of the public companies in which the Company has invested. Consequently, there exists a possibility for the CEO to be in a position of conflict. Any decision made by the CEO involving the Company is and will be made in accordance with his duties and obligations to deal fairly and in good faith with the Company and other companies he serves as director. In addition, the CEO will declare, and refrain from voting on, any matter in which the CEO may have a conflict of interest.

Financial and Disclosure Controls and Procedures

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

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.

Directors and Officers

As at the date of this MD&A the directors and officers of the Company are as follows:

Lucky Janda	President & Chief Executive Officer
Sonny Janda	Director
Navchand Jagpal	Director
Jamie Lewin	Chief Financial Officer

Additional Information

Additional information regarding the Company may be found on SEDAR, www.sedar.com