

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Arris Holdings Inc.  
1250 West Hastings Street  
Vancouver, BC V6E 2M4

**Item 2 Date of Material Change**

January 25, 2011

**Item 3 News Release**

The news release announcing the material change was disseminated on February 2, 2011 via Stockwatch and Bay Street News.

**Item 4 Summary of Material Change**

Sonny Janda resigned as a director of the board.  
Rana Vig was appointed a director of the board.

**Item 5 Full Description of Material Change**

Arris Holdings Inc. ("Arris" or the "Company") announces that the Company has filed its annual financial statements and Management Discussion and Analysis for the year ended September 30, 2010. These documents are available on SEDAR at [www.sedar.com](http://www.sedar.com).

Mr. Lucky Janda, President and CEO, welcomes Mr. Rana Vig to the board of directors. He stated, "Mr. Vig is a local businessman and an experienced board member and we look forward to working with him." Mr. Vig has joined the board to fill a vacancy created by the resignation of Mr. Sonny Janda. The Company thanks him for his service and wishes him well as he pursues other interests.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Does not apply.

**Item 7 Omitted Information**

Does not apply.

**Item 8 Executive Officer**

**"Lucky Janda"**

Lucky Janda  
President & CEO  
604-685-2542

**Item 9 Date of Report**

February 15, 2011