

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Arris Holdings Inc. (the "Company")
1250 West Hastings Street
Vancouver, BC V6E 2M4

Item 2 Date of Material Change

February 9, 2011

Item 3 News Release

The news release announcing the material change was disseminated on February 9, 2011 via Stockwatch and Bay Street News.

Item 4 Summary of Material Change

A subsidiary of the Company entered into an agreement with Sego Resources Inc. to acquire all of Sego's interest in and to certain mineral properties in the Kamloops mining division of British Columbia.

Item 5 Full Description of Material Change

Arris Holdings Inc. ("Arris" or the "Company") announces that the Company has acquired a mineral property from SEGO Resources Inc. (the "Property"), through Arris' subsidiary, Cielo Gold Corp. The Company intends to engage in the recommended work program to be included in its forthcoming geological report in accordance with NI 43-101- *Standards of Disclosure for Mineral Projects*.

The Property is located in the Kamloops mining division of British Columbia, and consists of two adjacent claims with a total area of 578 hectares. Mr. Lucky Janda commented, "The acquisition of this Property represents new, diversified opportunities for Arris."

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