



ARRIS HOLDINGS INC.

***ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS
TO BE HELD
THURSDAY, APRIL 28, 2011***

***IN RESPECT OF AN ARRANGEMENT AMONG
ARRIS HOLDINGS INC.
AND
CIELO GOLD CORP.***

NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR

March 28, 2011

ARRIS HOLDINGS INC.
1250 West Hastings St.
Vancouver, British Columbia V6E 2M4
Telephone No. (604) 687-0879 / Fax No. (604) 408-9301
Email: arrisholdings@corpsec.ca
NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 28, 2011

NOTICE IS HEREBY GIVEN that the first annual general meeting (the “**Meeting**”) of the shareholders of Arris Holdings Inc. (“**Arris**” or the “**Company**”) will be held at 1250 West Hastings St., Vancouver, B.C., on Thursday, April 28, 2011, at 10:00 a.m. (Vancouver time) for the following purpose:

- ✓ To receive the audited financial statements of the Company for the year ended September 30, 2010 and the report of the auditor on those statements;
- ✓ To fix the number of directors for the ensuing year at three;
- ✓ To elect directors for the ensuing year;
- ✓ To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
- ✓ To consider and, if thought advisable, to pass with or without variation a special resolution to affirm, ratify and approve the Arrangement Resolution;
- ✓ To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to affirm, ratify and approve the Arris Stock Option Plan;
- ✓ To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution to affirm, ratify and approve the Cielo Gold Stock Option Plan; and
- ✓ To transact such other business as may properly come before the Meeting or any adjournments thereof.

AND TAKE NOTICE that Arris Shareholders who validly dissent from the Arrangement will be entitled to be paid the fair value of their Arris Shares subject to strict compliance with the provisions of the interim order (as set forth herein), the Plan of Arrangement and Part 9 Division 5 of the Act. The dissent rights are described in Exhibit "D" to this Circular. Failure to comply strictly with the requirements set forth in the Plan of Arrangement and Part 9 Division 5 of the Act may result in the loss of any right of dissent.

This Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only Arris Shareholders of record at the close of business on March 4, 2011, will be entitled to receive notice of and vote at the Meeting.

Registered Arris Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. If you are a non-registered Arris Shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your Arris Shares not being voted at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Management Information Circular (the “**Circular**”) and enclosed proxy (the “**Proxy**”) and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed, or a notarially certified copy, to the Company’s registrar and transfer agent, Computershare Trust Company of Canada., at 510 Burrard Street, 3rd Floor,

Vancouver, B.C. V6C 3B9 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment.

As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to represent you at the Meeting.

Unregistered shareholders who received the Proxy through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary.

DATED at Vancouver, British Columbia, this 28th day of March, 2011

ARRIS HOLDINGS INC.

(signed) ***"Lucky Janda"***

By: Lucky Janda
President and Chief Executive Office

Item 2 Table of Contents

Item 2	Table of Contents	iii
Item 3	Glossary	viii
3.1	Glossary of Terms	viii
3.2	Glossary of Mining Terms	x
Item 4	The Information Circular	xii
4.1	Notice to United States Shareholders	xii
4.2	Information Concerning Forward-Looking Statements	xiv
4.3	Information Contained in this Circular	xv
4.4	Summary	1
Item 5	Proxy Related Information	7
5.1	General Proxy Information	8
	THE BUSINESS OF THE MEETING	12
5.2	Financial Statements	12
5.3	Election of Directors	12
5.4	Appointment of the Auditor	15
5.5	Securityholder Approvals	15
5.6	Rights of Dissent	15
5.7	Risk Factors	17
	ARRIS HOLDINGS INC. BEFORE THE ARRANGEMENT	20
Item 6	Corporate Structure	20
6.1	Name and Incorporation	20
Item 7	General Development of the Business	20
7.1	History	20
7.2	Financing	21
Item 8	Selected Consolidated Financial Information and Management's Discussion and Analysis	21
8.1	Selected Information	21
8.2	Management's Discussion & Analysis	21
Item 9	Description of the Securities	21
Item 10	Arris Stock Option Plan	22
Item 11	Stock Exchange Price	23
11.1	Trading Price and Volume	23
Item 12	Executive Compensation, Committees and Governance	24
12.1	Compensation Disclosure	24
12.2	The Audit Committee	29
12.3	Corporate Governance	31
12.4	Management Contracts	34
Item 13	Auditor, Transfer Agents and Registrars	35
13.1	Auditor	35
13.2	Transfer Agent and Registrar	35
	THE ARRANGEMENT	36
Item 14	The Arrangement Agreement	36

14.1	General	36
14.2	Reasons for the Arrangement	36
14.3	Fairness of the Arrangement	37
14.4	Details of the Arrangement	37
14.5	Effect of the Arrangement	40
14.6	Authority of the Board	41
14.7	Conditions to the Arrangement	41
14.8	Approval of the Arrangement	41
14.9	Proposed Timetable for Arrangement	42
14.10	Delivery of Cielo Gold Share Certificates and Certificates for New Shares	42
14.11	Relationship Between the Company and Cielo Gold after the Arrangement	42
14.12	Effect of Arrangement on Outstanding Arris Warrants	43
14.13	The Arrangement Resolution	43
Item 15	Resale of New Shares and Cielo Gold Shares	43
15.1	Exemption from Canadian Prospectus Requirements and Resale Restrictions	43
15.2	Application of United States Securities Laws	43
15.3	Expenses of Arrangement	44
15.4	Certain Canadian Federal Income Tax Considerations	44
15.5	Holders Resident in Canada	45
15.6	Holders Not Resident in Canada	47
15.7	Certain U.S. Federal Income Tax Considerations	49
15.8	Distribution of Cielo Gold Shares	51
15.9	PFIC Rules	52
15.10	Impact of PFIC Rules on U.S. Holders in the Distribution	52
15.11	Taxation of Distribution under PFIC Rules	53
15.12	Lack of Guidance	54
15.13	Dissenting U.S. Holders	54
15.14	Currency Gains	54
15.15	Foreign Tax Credit	54
15.16	No Ruling or Legal Opinion	55
15.17	Backup Withholding Tax and Information Reporting Requirements	55
	ARRIS HOLDINGS INC. AFTER THE ARRANGEMENT	56
Item 16	Corporate Structure	56
16.1	Name and Exchange Listing	56
16.2	Intercorporate Relationships	56
Item 17	Narrative Description of the Business	56
17.1	Business Overview	56
17.2	Maggie Gold Property	56
Item 18	Description of Arris Securities	56
Item 19	Pro Forma Unaudited Consolidated Financial Information of the Company	57
19.1	Selected Pro Forma Information	57
19.2	The Company's Year-End Audited Financial Statements	57
Item 20	Available Funds and Principal Purposes	57
20.1	Funds Available	57
20.2	Principal Purpose of Funds	57
20.3	Dividends	58
Item 21	Principal Securityholders	58
Item 22	Directors, Officers and Promoters	58
22.1	Directors and Officers	58
Item 23	Arris' Executive Compensation after the Arrangement	58

23.1	Executive Compensation.....	58
23.2	Indebtedness of Directors and Officers	58
23.3	Non-Arm's Length Party Transactions	59
Item 24	Legal Proceedings.....	59
24.1	Legal Proceedings	59
Item 25	Material Contracts	59
25.1	Material Contracts	59
Item 26	Investor Relations Arrangements.....	59
26.1	Investor Relations	59
26.2	The Company does not have any investor relations arrangements in place.	59
Item 27	Options to Purchase Securities.....	59
27.1	Arris Stock Option Plan	59
Item 28	Auditors, Transfer Agent and Registrar.....	59
28.1	Auditor	59
28.2	Transfer Agent and Registrar	59
Item 29	Corporate Structure.....	60
29.1	Name and Incorporation.....	60
29.2	Intercorporate Relationships	60
Item 30	General Development of the Business	60
30.1	History.....	60
30.2	Significant Acquisitions	60
Item 31	Narrative Description of the Business	60
31.1	General.....	60
31.2	Gold Hill Mineral Property	61
Item 32	Selected Unaudited Pro-Forma Financial Information of Cielo Gold.....	68
32.1	Pro-forma Information Prepared as at September 30, 2010	68
32.2	Management's Discussion and Analysis	68
32.3	Trends	69
Item 33	Description of Cielo Gold Securities	69
33.1	Share Capital of Cielo Gold	69
Item 34	.....	70
34.1	Fully Diluted Cielo Gold Share Capital	70
34.2	Prior Sales	70
34.3	Options and Warrants.....	70
Item 35	Available Funds and Principal Purposes.....	70
35.1	Funds Available	70
35.2	Principal Purpose of Funds	71
Item 36	Principal Shareholders of Cielo Gold	71
36.1	Principal Shareholders	71
Item 37	Directors, Officers and Promoters	71
37.1	Name, Address, Occupation and Security Holdings	71
37.2	Management.....	73
Item 38	Executive Compensation and Management Contracts.....	74

38.1	Compensation.....	74
38.2	Indebtedness of Directors and Executive Officers	74
38.3	Approval of the Cielo Gold Stock Option Plan.....	74
38.4	Non-Arm's Length Party Transactions	76
Item 39	Legal Proceedings.....	76
39.1	Legal Proceedings	76
Item 40	Cielo Gold's Material Contracts	76
40.1	Material Contracts	76
Item 41	Auditors, Transfer Agent and Registrar.....	77
41.1	Auditor	77
41.2	Transfer Agent and Registrar	77
Item 42	Promotion	77
42.1	Promoters	77
Item 43	Experts	77
43.1	Auditor	77
43.2	Author of 43-101	77
Item 44	Other Matters	77
44.1	Other Matters	77
44.2	Other Material Facts.....	78
44.3	Additional Information.....	78
Item 45	Board Approval	78
45.1	Board Approval.....	78
Item 46	Certificates	78
46.1	Certificate of Arris	78
EXHIBIT "A"	AUDIT COMMITTEE CHARTER.....	
EXHIBIT "B"	THE ARRANGEMENT AGREEMENT.....	
EXHIBIT "C"	INTERIM ORDER.....	
EXHIBIT "D"	RIGHT OF DISSENT.....	
EXHIBIT "E"	PRO-FORMA FINANCIAL STATEMENTS ARRIS HOLDINGS INC....	
EXHIBIT "F"	PRO-FORMA FINANCIAL STATEMENTS OF CIELO GOLD CORP.....	
EXHIBIT "G"	AUDITED FINANCIAL STATEMENTS OF ARRIS HOLDINGS INC. FOR THE YEAR ENDED SEPTEMBER 30,2010.....	
EXHIBIT "H"	UNAUDITED INTERIM FINANCIAL STATEMENTS OF ARRIS HOLDINGS INC. FOR THE PERIOD ENDED DECEMBER 31, 2010.....	
EXHIBIT "I"	MANAGEMENT DISCUSSION & ANALYSIS OF ARRIS HOLDINGS INC. FOR THE YEAR ENDED SEPTEMBER 30,2010.....	



FORM 17

**(RULES 4-6(1), 5-1 (4), 5-2 (4), 5-4 (1), 8-1 (21.1) and (22),
8-5 (2), 9-4 (1), 12-2 (6), 13-3 (25), 16-1 (16.1) and (17),
20-5 (3), 21-5 (4), 23-1 (9), 23-3 (10) and 23-5 (5))**

No.VLC-S-S112036

Vancouver Registry

In the Supreme Court of British Columbia

Between

ARRIS HOLDINGS INC.

Petitioner

and

IN THE MATTER OF AN ARRANGEMENT AMONG ARRIS HOLDINGS INC. AND CIELO
GOLD CORP. AND THE SHAREHOLDERS OF ARRIS HOLDINGS INC.

Respondents

REQUISITION - GENERAL

Filed by: Arris Holdings Inc.

Required: A HEARING OF AN APPLICATION FOR A FINAL ORDER approving the Arrangement and for a determination that the terms and conditions of the Arrangement are fair to the Shareholders to be made before the presiding Judge in Chambers at the Courthouse, 800 Smithe Street, Vancouver, British Columbia on May 6, 2011, at 9:45 am. (Vancouver time), (the "Final Application").

AT THE HEARING OF THE FINAL APPLICATION the Court may approve the Arrangement as presented, or may approve it subject to such terms and conditions as the Court deems fit.

It is not known whether the matter will be contested and it is estimated that the hearing will take 10 minutes to be heard.

THIS REQUEST FOR A HEARING OF THE FINAL APPLICATION is being brought pursuant to a Petition filed on March 30, 2011 by Arris Holdings Inc. (the "Petitioner") in the Supreme Court of British Columbia for approval of a plan of arrangement (the "Arrangement"), pursuant to the Business Corporations Act, S.B.C. 2002, Chapter 57, as amended.

AT A HEARING of the Supreme Court of British Columbia on April 1, 2011 the Interim Order was pronounced, whereby the Court has given directions as to the calling of an annual and special meeting of the holders of common shares in the capital of the Petitioner (the "Shareholders"), for the purpose, inter alia, of considering and voting upon the Arrangement and approving the Arrangement. The Interim Order sets the date for the Final Application at May 6, 2011.

ANY SHAREHOLDER affected by the Final Order sought may appear (either in person or by counsel) and make submissions at the hearing of the Final Application if such person has filed with the Court at the Court Registry, 800 Smithe Street, Vancouver, British Columbia, a Response in the form prescribed by the Rules of Court of the Supreme Court of British Columbia and delivered a copy of the filed Response, together with all materials on which such person intends to rely at the hearing of the Final Application, including an outline of such person's proposed submissions, to the Petitioner at its address for delivery set out below by or before 10:00 am. (Vancouver time) on April 26, 2011.

The Petitioner's address for delivery is:

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

Attention: Lorraine Pike

ANY SHAREHOLDER WHO WISHES TO BE NOTIFIED OF ANY ADJOURNMENT OF THE FINAL APPLICATION, MUST GIVE NOTICE by filing and delivering the form of "Response" as aforesaid. You may obtain a form of "Response" at www.ag.gov.bc.ca.

IF YOU DO NOT FILE A RESPONSE and attend either in person or by counsel at the time of such hearing, the Court may approve the Arrangement, as presented, or may approve it subject to such terms and conditions as the Court shall deem fit, all without any further notice to you. If the Arrangement is approved, it will significantly affect the rights of the Shareholders.

A copy of the said Petition and other documents in the proceedings will be furnished to any member of the Petitioner upon request in writing addressed to the Petitioner at its address for delivery as set out above.

This requisition is supported by the following:

1

Date: 01/Apr/2011

[dd/mmm/yyyy]

Navchand Jagpal

Digitally signed by Navchand Jagpal
DN: cn=Navchand Jagpal, o=Arris Holdings Inc.,
ou=Corporate, email=arrisholdings@corpsec.ca,
c=CA
Date: 2011.04.01 14:12:55 -07'00'

Signature of

☒ filing party ☐ lawyer for filing party(ies)

Navchand Jagpal
Arris Holdings Inc.

[type or print name]

Item 3 Glossary

3.1 Glossary of Terms

The following is a glossary of general terms and abbreviations used in this Circular:

"**Act**" means the *Business Corporations Act* (British Columbia), S.B.C. 2002, c. 57, as may be amended or replaced from time to time;

"**Arrangement**" means the arrangement under the Arrangement Provisions under which the Company proposes to reorganize its business and assets, and which is set out in detail in the Plan of Arrangement;

"**Arrangement Agreement**" means the agreement dated effective March 1, 2011 between the Company and Cielo Gold, a copy of which is attached as Exhibit "B" to this Circular, and any amendment(s) or variation(s) thereto;

"**Arrangement Provisions**" means Part 9 Division 5 – "Arrangements" of the Act;

"**Arrangement Resolution**" means the special resolution to be considered by the Arris Shareholders to approve the Arrangement, the full text of which can be found at Item 9.12 - The Arrangement Resolution, in this Circular;

"**Arris**" means Arris Holdings Inc.;

"**Arris Class A Shares**" means the renamed and redesignated Arris Shares described in §3.1(b)(i) of the Plan of Arrangement;

"**Arris Class B Preferred Shares**" means the class "B" preferred shares without par value which will be created and issued pursuant to §3.1(b)(iii) of the Plan of Arrangement;

"**Arris Shareholder**" means a holder of Arris Shares;

"**Arris Shares**" means the common shares without par value in the

authorized share structure of the Company, as constituted on the date of the Arrangement Agreement;

"**Arris Stock Option Plan**" means the share purchase option plan of the Company dated 2005.

"**Arris Warrants**" means the common share purchase warrants of the Company outstanding on the Effective Date;

"**Assets**" means the Company's 100% interest in the Equity Portfolio currently held and managed by Arris and the Company's Gold Hill Property;

"**Beneficial Shareholder**" means an Arris Shareholder who is not a Registered Shareholder;

"**Board**" means the board of directors of the Company;

"**Business Day**" means a day which is not a Saturday, Sunday or statutory holiday in Vancouver, British Columbia;

"**Cielo Gold**" means Cielo Gold Corp., a private company incorporated under the Act and a wholly-owned subsidiary of the Company;

"**Cielo Gold Commitment**" means the covenant of Cielo Gold to issue Cielo Gold Shares to the holders of Arris Warrants who exercise their rights thereunder after the Effective Date, and are entitled pursuant to the corporate reorganization provisions thereof to receive New Shares and Cielo Gold Shares upon such exercise;

"**Cielo Gold Stock Option Plan**" means the proposed share purchase option plan of Cielo Gold, which is subject to Exchange acceptance and Arris Shareholder approval;

"**Cielo Gold Stock Option Plan Resolution**" means an ordinary resolution which will be considered by the Arris Shareholders to approve the Cielo Gold Stock Option Plan, the full text of which can be found at Item 13.27 - Approval of the Cielo

Gold Stock Option Plan, in this Circular;

"**Cielo Gold Shareholder**" means a holder of Cielo Gold Shares;

"**Cielo Gold Shares**" means the common shares without par value in the authorized share structure of Cielo Gold as constituted on the date of the Arrangement Agreement;

"**CIM**" means the Canadian Institute of Mining, Metallurgy and Petroleum;

"**Circular**" means this management information circular;

"**Company**" means Arris Holdings Inc.;

"**Computershare**" means Computershare Trust Company of Canada.;

"**Court**" means the Supreme Court of British Columbia;

"**Dissenting Shareholder**" means an Arris Shareholder who validly exercises rights of dissent under the Arrangement and who will be entitled to be paid fair value for his, her or its Arris Shares in accordance with the Interim Order and the Plan of Arrangement;

"**Dissenting Shares**" means the Arris Shares in respect of which Dissenting Shareholders have exercised a right of dissent;

"**Effective Date**" means the date upon which the Arrangement becomes effective;

"**Equity Portfolio**" means the equity portfolio held and managed by Arris, the contents of which are described in §6.1 of this Circular;

"**Exchange**" means the Canadian National Stock Exchange;

"**Exchange Factor**" means the number arrived at by dividing 21,583,372 by the number of issued Arris Shares as of the close of business on the Share Distribution Record Date;

"Final Order" means the final order of the Court approving the Arrangement;

"Gold Hill Property" means the gold, and silver potential property located near Shuswap Highlands east of the Thompson River valley in south-central British Columbia which will be transferred to Cielo Gold upon completion of the Arrangement;

"Grunenberg Report" means the technical report entitled **"Summary Report on the Gold Hill Project"** prepared Perry Gruenberg, P.Geo, dated October 2006, described in "Cielo Gold After the Arrangement – The Gold Hill Property";

"Interim Order" means the interim order of the Court pursuant to the Act in respect of the Arrangement dated April 1, 2011 a copy of which is attached to this Circular as Exhibit "C";

"Intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders;

"Listing Date" means the date the Cielo Gold Shares are listed on the Exchange;

"Meeting" means the annual general and special meeting of the Arris Shareholders to be held on April 28, 2011, and any adjournment(s) or postponement(s) thereof;

"New Shares" means the new class of common shares without par value which the Company will create under §3.1(b)(ii) of the Plan of Arrangement and which, immediately after the Effective Date, will be identical in every relevant respect to the Arris Shares;

"NI 43-101" means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators;

"Notice of Meeting" means the notice of annual general and special meeting of the Arris Shareholders in respect of the Meeting;

"Plan of Arrangement" means the plan of arrangement attached as Exhibit II to the Arrangement Agreement, which Arrangement Agreement is attached as Exhibit "B" to this Circular, and any amendment(s) or variation(s) thereto;

"Property" means the Gold Hill Property;

"Proxy" means the form of proxy accompanying this Circular;

"Qualified Person" or **"QP"** means an individual who is a "qualified person" within the meaning of NI 43-101;

"Registered Shareholder" means a registered holder of Arris Shares as

recorded in the shareholder register of the Company maintained by Computershare;

"Registrar" means the Registrar of Companies under the Act;

"SEC" means the United States Securities and Exchange Commission;

"SEDAR" means the System for Electronic Document Analysis and Retrieval of the Canadian Securities Administrators;

"Share Distribution Record Date" means the close of business on the day which is four Business Days after the date of the Meeting or such other day as agreed to by the Company and Cielo Gold, which date establishes the Arris Shareholders who will be entitled to receive Cielo Gold Shares pursuant to the Plan of Arrangement;

"Tax Act" means the *Income Tax Act* (Canada), as may be amended, or replaced, from time to time;

"U.S. Exchange Act" means the United States *Securities Exchange Act of 1934*, as may be amended, or replaced, from time to time; and

"U.S. Securities Act" means the United States *Securities Act of 1933*, as may be amended, or replaced, from time to time.

3.2 Glossary of Mining Terms

The following is a glossary of technical terms and abbreviations used in this Circular:

"**alteration**" means any change in the mineralogical composition of a rock that is brought about by physical or chemical means;

"**Ag**" means silver;

"**Au**" means gold;

"**breccia/brecciated**" means a rock consisting of fragments of one or more rock types;

"**°C**" means degree centigrade;

"**CARDS**" means Diagnos' proprietary Computer Aided Resource Detection System;

"**calcite**" means calcium carbonate, CaCO_3 , with hexagonal crystallization, a mineral found in limestone, chalk and marble;

"**carbonate**" means a rock composed principally of calcium carbonate (CaCO_3);

"**claim (mineral/mining)**" means the area that confers mineral exploration/exploitation rights to the registered holder under the laws of the governing jurisdiction;

"**Cu**" means copper;

"**concentrate**" means the valuable fraction of an ore that is left while the worthless material is removed in processing;

"**conductor**" means an area of rock with very high electric conductivity relative to the surrounding rocks. High conductivity in rock may be caused by a number of factors including the presence of sulphide minerals, graphite, clay minerals and water-filled fracture zones;

"**diamond drilling/drill hole**" means a method of obtaining a cylindrical core of rock by drilling with a diamond impregnated bit;

"**diorite**" means an igneous rock that is of a "salt and pepper" appearance and is composed primarily of sodium/calcium feldspar and mafic minerals with little or no quartz;

"**disseminated/dissemination**" means distribution of mineralization usually as small grains or blebs homogeneously throughout the host rock;

"**fault**" means a fracture in a rock along which there has been relative movement between the two sides either vertically or horizontally;

"**feasibility study**" means a comprehensive study of a deposit in which all geological, engineering, operating, economic and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production;

"**feldspar**" means a group of common sodium-potassium-calcium al umino silicate rock-forming minerals;

"**felsic**" means igneous rock composed principally of feldspar and quartz;

"**fold**" means a bend in strata or any planar structure;

"**formation**" means a body of rock identified by lithological characteristics and stratigraphic position;

"**fracture**" means breaks in rocks due to intensive folding or faulting;

"**fragmental**" means designation of rocks formed of the fragments of older rocks;

"**geology/geological**" means the study of the Earth's history and life, mainly as recorded in rocks;

"**geophysics/geophysical**" means the study of the earth by quantitative physical methods, either by surveys conducted on the ground, in the air (by fixed wing aircraft or helicopter) or in a drillhole;

"**g/t**" means gram per metric ton;

"**hectare**" means a square of 100 meters on each side;

"**host**" means a rock or mineral that is older than rocks or minerals introduced into it;

"**igneous**" means a classification of rocks formed from the solidification from a molten state;

"**inclusion**" means any size fragment of another rock enclosed in an igneous rock;

"**Indicated Mineral Resource**"¹ means that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed;

"**induced polarization**" means the geophysical method of applying an electrical charge to the ground and measuring the electrical chargeability of the minerals in the rocks and the decay of the induced electrical charge to define the presence of sulphide and other minerals;

Cautionary Note to U.S. Shareholders. While the terms "**Mineral Resource**", "**Measured Mineral Resource**", "**Indicated Mineral Resource**" and "**Inferred Mineral Resource**" are recognized and required by Canadian regulations, they are not defined terms under standards in the United States. As such, certain information contained in this Circular concerning descriptions of mineralization and resources under Canadian standards is not comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC. "**Inferred Mineral Resource**" have a great amount of uncertainty as to their existence and there is great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an "**Inferred Mineral Resource**" will ever be upgraded to a higher category. **Investors are cautioned not to assume that any part or all of an "**Inferred Mineral Resource**" exists, or is economically or legally mineable.**

"Inferred Mineral Resource"¹ means that part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes;

"intrusive/intrusions" means an igneous rock that invades older rocks;

"km" means kilometre;

"limestone" means carbonate-rich sedimentary rock;

"m" means metre;

"mafic" means an igneous rock composed chiefly of dark iron and manganese silicate minerals;

"magma" means a naturally occurring molten rock material;

"magmatic" means pertaining to magma;

"Measured Mineral Resource"¹ that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity;

"metamorphism" means a process whereby the composition of rock is adjusted by heat and pressure;

"Mineral Reserve"² means the economically mineable part of a

Measured or Indicated Mineral Resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined;

"Mineral Resource"¹ means a concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal and industrial minerals in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge;

"mineralization" means the concentration of metals and their chemical compounds within a body of rock;

"Net Smelter Return" or "NSR" means a term used to determine the net proceeds from the sale of ores, concentrates, ore or other minerals to a smelter, concentrator, refinery or other mineral processor, commonly less deductions for freight and transportation, insurance, penalties and deductions, processing fees, mineral and other taxes, and sales and marketing fees. The term is generally used to define royalty interests on production of minerals;

"Ni" means nickel;

"ore" means rock containing mineral(s) or metals that can be economically extracted to produce a profit;

"outcrop" means an exposure of bedrock at the surface;

"PGE" means platinum group elements;

"ppm" means parts per million;

"preliminary assessment" means a study that includes an economic evaluation, which uses inferred mineral resources;

"pyrite/pyritization" means a common iron sulphide (FeS₂) mineral;

"quartz" means a mineral composed of silicon dioxide (SiO₂);

"sediment" means solid material that has settled down from a state of suspension in a liquid. More generally, solid fragmental material transported and deposited by wind, water or ice, chemically precipitated from solution, or secreted by organisms, and that forms in layers in loose unconsolidated form;

"sedimentary" means pertaining to or containing sediment or formed by its deposition;

"silica/silicified" means the mineral quartz comprised of silicon and oxygen and the addition of quartz or silica as an alteration of a pre-existing rock;

"soil sampling" means systematic collection of soil samples at a series of different locations in order to study the distribution of soil geochemical values;

"structure/structural" means pertaining to geological structure; i.e. folds, faults, shears, etc.;

"sulphide" means a group of minerals in which one or more metals are found in combination with sulphur;

"tons" means dry short tons (2,000 pounds);

"vein" means a thin sheet-like intrusion into a fissure or crack, commonly bearing quartz and other minerals; and

"volcanic" means descriptive of rocks originating from volcanic activity;

"Zn" means zinc.

² The term **"Mineral Reserve"** is a Canadian mining term as defined in accordance with NI 43-101 under the guidelines set out in the CIM standards. In the United States, a mineral reserve is defined as part of a mineral deposit

which could be economically and legally extracted or produced at the time the mineral reserve determination is made.

Item 4 The Information Circular

This Circular is furnished in connection with the solicitation of proxies by management of Arris for use at the annual general and special meeting of shareholders of the Company to be held on April 28, 2011.

Unless the context otherwise requires, capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Glossary of Terms beginning on page viii of this Circular.

4.1 Notice to United States Shareholders

The solicitation of proxies is not subject to the requirements of Section 14(a) of the U.S. Exchange Act by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 of the U.S. Exchange Act. Accordingly, this Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of Arris Shares by Shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of Arris Shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

The Cielo Gold Shares to be issued under the Arrangement have not been registered under the U.S. Securities Act and are being issued in reliance on the exemption from registration set forth in Section 3(a)(10) of the U.S. Securities Act on the basis of the approval of the Court as described under Item 13.8 – *Approval of the Arrangement* in this Circular.

The securities issuable in connection with the arrangement have not been approved or disapproved by the United States Securities and Exchange Commission (the “SEC”) or the securities regulatory authority in any state, nor has the SEC or the securities regulatory authority of any state passed on the adequacy or accuracy of this circular. Any representation to the contrary is a criminal offense.

Information concerning any properties and operations of the Company, including those that will be transferred to Cielo Gold as part of the Arrangement, has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies. The terms “Mineral Resource”, “Measured Mineral Resource”, “Indicated Mineral Resource” and “Inferred Mineral Resource” used in this Circular are Canadian mining terms as defined in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* under guidelines set out in the CIM Standards on Mineral Resources and Mineral Reserves definitions and guidelines adopted by the CIM Council on August 20, 2000, as amended.

While the terms “Mineral Resource”, “Measured Mineral Resource”, “Indicated Mineral Resource” and “Inferred Mineral Resource” are recognized and required by Canadian regulations, they are not defined terms under standards in the United States. As such, certain information contained in this Circular concerning descriptions of mineralization and resources under Canadian standards is not comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC. “Inferred Mineral Resources” have a great amount of uncertainty as to their existence and there is great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an “Inferred Mineral Resource” will ever be upgraded to a higher category.

Investors are cautioned not to assume that any part or all of an “Inferred Mineral Resource” exists, or is economically or legally mineable.

In addition, the definitions of “Proven Mineral Reserves” and “Probable Mineral Reserves” under CIM standards differ in certain respects from the SEC standards.

Financial statements included or incorporated in this document by reference have been prepared in accordance with generally accepted accounting principles in Canada and are subject to auditing and auditor independence standards

in Canada, and reconciled to accounting principles generally accepted in the United States. Arris Shareholders should be aware that the reorganization of the Company under the Plan of Arrangement as described in this Circular may have tax consequences in both the United States and Canada. Arris Shareholders who are resident in, or citizens of, the United States should note that the tax consequences of their particular situation may not be described fully in this Circular. See "Income Tax Considerations — Certain Canadian Federal Income Tax Considerations" and "Income Tax Considerations — Certain United States Federal Income Tax Considerations" in this Circular.

The enforcement by Arris Shareholders of civil liabilities under the United States federal securities laws may be adversely affected by the fact that Arris and Cielo Gold are incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named in this document are residents of a foreign country and that all of the assets of the Company and Cielo Gold are located outside the United States.

4.2 Information Concerning Forward-Looking Statements

Except for statements of historical fact contained herein, the information presented in this Circular constitutes "forward-looking statements" or "information" (collectively "**statements**") as such terms are used in the *Private Securities Litigation Reform Act of 1995* and similar Canadian laws. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Statements concerning Mineral Reserves and Mineral Resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if a property is developed, and in the case of Mineral Reserves, such statements reflect the conclusion based on certain assumptions that the mineral deposit can be economically exploited. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be "forward-looking statements".

Such forward-looking statements, including but not limited to those with respect to the price of gold, copper, zinc and nickel, 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 Circular involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of each of the Company and Cielo Gold to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such risks and other factors include, among others, the actual results of exploration activities; the estimation or realization of Mineral Reserves and Resources; variations in the underlying assumptions associated with conclusions of economic evaluations, including the timing and amount of estimated future production, costs of production, capital expenditures, the failure of plant, equipment or processes to operate as anticipated and possible variations in ore grade or recovery rates; costs and timing of the acquisition of and development of new deposits; availability of capital to fund programs and the resulting dilution caused by the raising of capital through the sale of shares; significant and increasing competition for mineral properties; accidents, labour disputes and other risks of the mining industry, including, without limitation, those associated with the environment, delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities, title disputes or claims limitations on insurance coverage and risks associated with international mineral exploration and development activities.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements contained in this Circular and in any documents incorporated into this Circular.

Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update any forward-looking statement if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable law.

4.3 Information Contained in this Circular

The information contained in this Circular is given as at March 28, 2011, unless otherwise noted.

No person has been authorized to give any information or to make any representation in connection with the Arrangement and other matters described herein other than those contained in this Circular and, if given or made, any such information or representation should be considered not to have been authorized by the Company.

This Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

Information contained in this Circular should not be construed as legal, tax or financial advice and Arris Shareholders are urged to consult their own professional advisers in connection therewith.

Descriptions in the body of this Circular of the terms of the Arrangement Agreement and the Plan of Arrangement are merely summaries of the terms of those documents. Arris Shareholders should refer to the full text of the Arrangement Agreement and the Plan of Arrangement for complete details of those documents. The full text of the Arrangement Agreement is attached to this Circular as Exhibit "B" and the Plan of Arrangement is attached as Exhibit II to the Arrangement Agreement.

4.4 Summary

The following is a summary of the information contained elsewhere in this Circular, concerning a proposed reorganization of the Company by way of the Arrangement. This Circular also deals with the election of directors, the appointment of an auditor and the approval of the Cielo Gold Stock Option Plan, these items are not included in this summary. Certain capitalized words and terms used in this summary are defined in the Glossary of Terms above. This summary is qualified in its entirety by the more detailed information and financial statements appearing or referred to elsewhere in this Circular and the schedules attached hereto.

The Meeting

The Meeting will be held at 1250 West Hastings St., Vancouver, British Columbia, on April 28, 2011 at 10:00 a.m. (Vancouver time). At the Meeting, the Arris Shareholders will be asked, in addition to voting on the election of directors and the appointment of an auditor to consider and, if thought advisable, to pass the Arrangement Resolution approving the Arrangement among the Company, Cielo Gold and the Arris Shareholders. The Arrangement will consist of the distribution of Cielo Gold Shares to the Arris Shareholders. Arris Shareholders will also be requested to consider and, if thought advisable, to pass the Arris Stock Option Plan Resolutions approving the Arris Stock Option Plan and the Cielo Gold Stock Option Plan Resolution approving the Cielo Gold Stock Option Plan.

By passing the Arrangement Resolution, the Arris Shareholders will also be giving authority to the Board to use its best judgment to proceed with and cause the Company to complete the Arrangement without any requirement to seek or obtain any further approval of the Arris Shareholders.

The Arrangement

The Company is a publicly traded investment holding company engaged in the sourcing, and investment in of promising resource companies both in Canada and abroad. The Arrangement has been proposed to facilitate the separation of the Company's resource properties, namely the Maggie Gold and the Gold Hill Property, from the investment holding enterprise in order that they may better focus on the development of the Gold Hill Property located in the Kamloops mining division of British Columbia. The Company believes that separating Arris into two public companies offers a number of benefits to shareholders.

First, the Company believes that after the separation each company will be better able to pursue its own specific operating strategies without being subject to the financial constraints of the other business. After the separation, each company will also have the flexibility to implement its own unique growth strategies, allowing both organizations to refine and refocus their business mix. Additionally, because the resulting businesses will be focused on projects specific to that company, they will be more readily understood by public investors, allowing each company to be in a better position to raise capital and align management and employee incentives with the interests of shareholders.

Pursuant to the Arrangement, Cielo Gold will keep all of the Company's interest in the Gold Hill Property located in the Kamloops mining division of BC and will acquire the Equity Portfolio currently held by Arris in exchange for 21,583,372 Cielo Gold Shares, which shares will be distributed to the Arris Shareholders who hold Arris Shares on the Share Distribution Record Date. Immediately after the Arrangement, each Arris Shareholder as of the Share Distribution Record Date, other than a Dissenting Shareholder, will hold one New Share in the capital of the Company and its *pro-rata* share of the Cielo Gold Shares to be distributed under the Arrangement for each currently held Arris Share. The New Shares will be identical in every respect to the present Arris Shares. See "*Details of the Arrangement*".

Effect of the Arrangement on Arris Warrants and Stock Options

As of the Record Date Arris has no outstanding warrants or stock options.

Recommendation and Approval of the Board of Directors

The directors of the Company have concluded that the terms of the Arrangement are fair and reasonable to, and in the best interests of, the Company and the Arris Shareholders. The Board has therefore approved the Arrangement and authorized the submission of the Arrangement to the Arris Shareholders and the Court for approval. The Board recommends that Arris Shareholders vote FOR the approval of the Arrangement. See "Arris Shareholder Approval".

Reasons for the Arrangement

The decision to proceed with the Arrangement was based on the following primary determinations:

- the Company's currently holds the Maggie Gold mineral property and an Equity Portfolio and has primarily focused on its Equity Portfolio with little time left to pursue the exploration and development of the Maggie Gold Property;
- transferring the Equity Portfolio to Cielo Gold under the terms of the Arrangement will allow the Company to pursue its objective of exploiting the Maggie Gold Property and allow Ceilo Gold to manage the Equity Portfolio through its subsidiary, Aerius, whereby Aerius will have management in place with the expertise and knowledge to effectively manage the Equity Portfolio;
- following the Arrangement, management of the Company will be free to focus entirely on the Maggie Gold Property and utilizing their strengths, which include managing mineral exploration activities, raising funds for early stage exploration and establishing exploration and development strategies specific to mineral properties, they will be able to move the project along and in the process create value for the Arris shareholders;
- the formation of Cielo Gold to hold the Gold Hill Property will permit new management to be chosen for Cielo Gold that has knowledge and expertise specific to Cielo Gold and will facilitate separate fund-raising, exploration and development strategies for the Gold Hill Property required to move that property forward;
- the formation of Cielo Gold and the distribution of 21,583,372 Cielo Gold Shares to the Arris Shareholders as of the Share Distribution Record Date will give the Arris Shareholders a direct interest in a new exploration company that will focus on the exploration and development of the Property as well as the potential acquisition of new properties in districts and areas with known potential for high margin deposits;
- separating the properties into separate companies will enable the mineral properties currently held in Arris and Cielo Gold to be more appropriately valued in the public market. Their separation will allow investors to more accurately value Cielo Gold and Arris each on a stand-alone basis against similar mineral exploration companies and industry benchmarks, thereby enhancing the likelihood that Cielo Gold and Arris will achieve appropriate market recognition. This will allow the holders of Cielo Gold Shares to realize value which the Board believes should be attributed to the separate entity;
- as a separate public exploration company, Cielo Gold will have direct access to public and private capital markets and will be able to issue debt and equity to fund exploration of the Property and to finance the acquisition and exploration of any new properties on a priority basis; and
- as a separate public exploration company, Cielo Gold will be able to establish equity based compensation programs to enable it to better attract, motivate and retain directors, officers and key employees, thereby better aligning management and employee incentives with the interests of shareholders. See "Item 14.2 Reasons for the Arrangement".

Conduct of Meeting and Shareholder Approval

The Interim Order provides that in order for the Arrangement to proceed, the Arrangement Resolution must be passed, with or without variation, by at least 66 2/3rds of the eligible votes cast with respect to the Arrangement Resolution by Arris Shareholders present in person or by proxy at the Meeting. See "*Approval of the Arrangement*".

Court Approval

The Arrangement, as structured, requires the approval of the Court. Prior to the mailing of this Circular, the Company obtained the Interim Order authorizing the calling and holding of the Meeting and providing for certain other procedural matters. The Interim Order does not constitute approval of the Arrangement or the contents of this Circular by the Court.

The Notice of Hearing for the Final Order is attached to the Notice of Meeting. The Company advises that in hearing the petition for the Final Order, the Court may consider, among other things, the fairness of the Arrangement to the Arris Shareholders. The Court will also be advised that based on the Court's approval of the Arrangement, the Company and Cielo Gold will rely on an exemption from registration pursuant to Section 3(a)(10) of the U.S. Securities Act for the issuance of the New Shares and Cielo Gold Shares to any United States based Arris Shareholders.

Assuming approval of the Arrangement by the Arris Shareholders at the Meeting, the hearing for the Final Order is scheduled to take place at 9:45 a.m. (Vancouver time) on May 6, 2011, at the Courthouse located at 800 Smithe Street, Vancouver, British Columbia, or at such other date and time as the Court may direct. At this hearing, any Arris Shareholder or director, creditor, auditor or other interested party of the Company who wishes to participate or to be represented or who wishes to present evidence or argument may do so, subject to filing a response and satisfying certain other requirements. See "Item 13.8 Court Approval of the Arrangement"

Income Tax Considerations

Canadian Federal income tax considerations for Arris Shareholders who participate in the Arrangement or who dissent from the Arrangement are set out in the summary herein entitled "Item 15 Resale of New Shares and Cielo Gold Shares", and certain United States Federal income tax considerations for Arris Shareholders who participate in the Arrangement or who dissent from the Arrangement are set out in the summary entitled §15.13 Dissenting U.S. Holders

Arris Shareholders should carefully review the tax considerations applicable to them under the Arrangement and are urged to consult their own legal, tax and financial advisors in regard to their particular circumstances.

Right to Dissent

The Interim Order provides that Arris Shareholders will have the right to dissent from the Plan of Arrangement as provided in Section 237 to 247 of the Act. Any Arris Shareholder who dissents will be entitled to be paid in cash the fair value for their Arris Shares held so long as such Dissenting Shareholder (i) does not vote any of his Arris Shares in favour of the Arrangement Resolution, (ii) provides to the Company written objection to the Plan of Arrangement at the Meeting, or to the Company's head office at 1250 West Hastings St., Vancouver, British Columbia V6E 2M4, before the Meeting or at or before any postponement(s) or adjournment(s) thereof, and (iii) otherwise complies with the requirements of Section 237 to 247 of the Act. See "5.6 Rights of Dissent".

Stock Exchange Listings

The Arris Shares are currently listed and traded on the Exchange and will continue to be listed on the Exchange following completion of the Arrangement.

The closing of the Arrangement is conditional on the Exchange approving the listing of the Cielo Gold Shares on the Exchange.

Information Concerning the Company and Cielo Gold After the Arrangement

Following completion of the Arrangement, the Company will carry on as a mining exploration company. The Company's common shares will continue to be listed on the Exchange. Each Arris Shareholder will continue to be a shareholder of the Company with each currently held Arris Share representing one New Share in the capital of the Company, and each Arris Shareholder on the Share Distribution Record Date will receive its *pro-rata* share of the Cielo Gold Shares to be distributed to the Arris Shareholders under the Arrangement. See "*The Company After the Arrangement*" for a summary description of the Company, assuming completion of the Arrangement, including selected *pro-forma* unaudited financial information for the Company.

Following completion of the Arrangement, Cielo Gold will be a public company, the shareholders of which will be the holders of Arris Shares on the Share Distribution Record Date, as well as Arris and the subscribers to the intended Private Placement (as hereinafter defined) of Cielo Gold. See "Cielo Gold After the Arrangement". Cielo Gold will hold the Asset and will have CAD\$100,000 in cash, pursuant to the Financing. Closing of the Arrangement is conditional upon the Cielo Gold Shares being listed on the Exchange. See "Cielo Gold After the Arrangement" for a description of the Property, the Equity Portfolio, corporate structure and business, including selected *pro-forma* unaudited financial information of Cielo Gold assuming completion of the Arrangement.

Selected Unaudited Pro-Forma Consolidated Financial Information for the Company

The following selected unaudited *pro-forma* consolidated financial information for the Company is based on the assumptions described in the notes to the Company's unaudited *pro-forma* consolidated balance sheet as at September, 2010, attached to this Circular as Exhibit E. The *pro-forma* consolidated balance sheet has been prepared based on the assumption that, among other things, the Arrangement occurred on September 30, 2010.

	Pro-forma as at September 30, 2010 on completion of the Arrangement (CAD)
	(unaudited)
Cash and cash equivalents	\$ 94,557
Note Receivable.....	50,736
Due from Cielo.....	5,000
HST receivable.....	4,936
Total assets	\$ 155,229
Current liabilities	40,177
Shareholders' equity.....	651,740
Deficit.....	(536,688)
Total liabilities and shareholders' equity	\$ 155,229

Selected Unaudited Pro-Forma Consolidated Financial Information for Cielo Gold

The following selected unaudited *pro-forma* consolidated financial information for Cielo Gold is based on the assumptions described in the notes to the Cielo Gold unaudited *pro-forma* consolidated balance sheet as at September 30, 2010, attached to this Circular as Exhibit "F". The *pro-forma* consolidated balance sheet has been prepared based on the assumption, among other things, that the Arrangement had occurred on September 30, 2010.

	Pro-forma as at September 30, 2010 on completion of the Arrangement (CAD)
	(unaudited)
Cash and cash equivalents	\$ 1
Mineral Resource Properties.....	5,000
Investments.....	1,037,310
Total assets	\$ 1,042,311
Current liabilities	
Due to Arris Holdings.....	5,000
Share Capital.....	1,037,311
Total liabilities and shareholders' equity	\$ 1,042,311

Risk Factors

In considering whether to vote for the approval of the Arrangement, Arris Shareholders should be aware that there are various risks, including those summarized below and described elsewhere in this Circular. Arris Shareholders should carefully consider these risk factors, together with other information included in this Circular, before deciding whether to approve the Arrangement.

Cielo Gold will not have, upon completion of the Arrangement, any producing property. There is no assurance that commercial quantities of gold, or silver will be discovered on the Property, nor is there any guarantee that Arris Resource's exploration program on the Property will yield positive results. Cielo Gold has no source of revenue and will fund its exploration activities primarily from its working capital. Exploration, development, and mining operations involve a high degree of risk that even a combination of experience, knowledge and careful evaluation may not be able to overcome. It will be necessary for Cielo Gold to raise additional funds to carry out further exploration and development of the Property and to enable Cielo Gold to acquire any additional mineral properties. Cielo Gold may not be able to raise such funds on terms acceptable to it or at all, and if it does, the holders of Cielo Gold Shares may be diluted in their percentage shareholding in Cielo Gold. Cielo Gold's operations will be subject to regulatory and environmental control by, and require licenses, permits, and approvals from governmental bodies over which Cielo Gold has no control. See "*Risk Factors*".

Item 5 Proxy Related Information

Arris Holdings Inc.
1250 West Hastings St.
Vancouver, British Columbia V6E 2M4
Telephone No. (604) 685-2542 / Fax No. (604) 408-9301
Email: arrisholdings@corpsec.ca

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of management for use at the annual general meeting of the shareholders of the Company that is to be held on Thursday, April 28, 2011 at 10:00 a.m. (Vancouver time) at 1250 West Hastings Street, Vancouver, B.C.

The information contained in this Circular, unless otherwise indicated, is as of March 28, 2011.

This Circular is being mailed by the management of the Company to everyone who was a shareholder of record of the Company on March 4, 2011, which is the date that has been fixed by the directors of the Company as the record date to determine the shareholders who are entitled to receive notice of the Meeting.

The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone or in person. The cost of solicitation will be borne by the Company.

Under Arris' Articles, the quorum for the transaction of business at a meeting of shareholders is two or more shareholders who are present in person, or who are represented by proxy, shareholders who, in the aggregate, hold at least one-twentieth of the issued shares entitled to be voted at the meeting. If such a quorum is not present in person or by proxy, the Meeting will be rescheduled.

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors or officers of the Company. The Company will bear all costs of this solicitation. The Company has arranged for Intermediaries to forward the meeting materials to Beneficial Shareholders held of record by those Intermediaries and the Company may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

Currency

In this Circular, except where otherwise indicated, all dollar amounts are expressed in the lawful currency of Canada

Record Date

The Board has fixed March 4, 2011 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of and to vote at the Meeting. Only Arris Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described herein will be entitled to vote or to have their Arris Shares voted at the Meeting.

5.1 General Proxy Information

VOTING

How a Vote is Passed

Voting at the Meeting will be by a show of hands, each shareholder in attendance having one vote, unless a poll is requested or otherwise required, in which case each shareholder is entitled to one vote for each share held. All matters that will come to a vote at the Meeting, as described in the attached Notice of Meeting, are ordinary resolutions and can be passed by a simple majority – that is, if more than half of the votes that are cast are in favour, then the resolution is approved (an “ordinary resolution”) unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required (a “special resolution”).

Who Can Vote?

If you are a registered shareholder of Arris as at March 4, 2011, you are entitled to notice of and to attend at the Meeting and cast a vote for each share registered in your name on all resolutions put before the Meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf, but documentation indicating the officer’s authority should be presented at the Meeting. If you are a registered shareholder but do not wish to, or cannot, attend the Meeting in person you can appoint someone who will attend the Meeting and act as your proxyholder to vote in accordance with your instructions (see “*VOTING BY PROXY*” below). If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled “*NON-REGISTERED SHAREHOLDERS*”, below.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, the Company invites you to complete, date, sign, and return your form of proxy as soon as possible so that your shares will be represented.

Voting By Proxy

If you do not come to the Meeting, you can still make your votes count by voting over the internet or via telephone (see *proxy for instructions*) or by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

What Is A Proxy?

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. A form of proxy is enclosed with this Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

In order to be valid, you must return the completed form of proxy to Arris’ transfer agent, Computershare Trust Company of Canada., 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9 (Facsimile: 1-866-249-7775) not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof.

Appointing A Proxyholder

You can choose any individual to be your proxyholder. It is not necessary for the person whom you choose to be a shareholder. To make such an appointment, simply fill in the person’s name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxyholder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy will be deemed to be appointed to act as your proxyholder. These persons are directors and/or officers of Arris (the “**Management Proxyholders**”).

Instructing Your Proxy

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder must vote your shares according to your instructions.

If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your shares as he or she thinks fit.

At the time of printing this Circular, the management of Arris is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

If you have appointed the Management Proxyholders as your proxyholder, they will, unless you give contrary instructions, vote your shares at the Meeting as follows:

- ✓ **FOR the election of the proposed nominees as directors;**
- ✓ **FOR the appointment of ACAL Group, Chartered Accountants, as the auditor of Arris;**
- ✓ **FOR the resolution to authorize the directors to fix the remuneration to be paid to the auditor;**
- ✓ **FOR the Arrangement Resolution allowing for the arrangement between Arris and Cielo Gold;**
- ✓ **FOR the approval and ratification of the Arris Stock Option Plan; and**
- ✓ **FOR the approval and ratification of the Cielo Gold Stock Option Plan.**

Revoking Your Proxy if You Change Your Mind

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by

- (a) attending the Meeting and voting in person;
- (b) signing a proxy bearing a later date;
- (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to Arris at 1250 West Hastings Street, Vancouver, B.C., V6E 2M4; or
- (d) any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 5:00 in the afternoon (Vancouver time) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the Meeting in person. **Only registered shareholders may revoke a proxy. If your shares are not registered in your own name and you wish to change your vote, you must, at least 7 days before the Meeting, arrange for your nominee to revoke your proxy on your behalf (see below under “Non-Registered Shareholders”).**

Registered Shareholders

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Trust Company of Canada., by fax at 1-866-249-7775 or by mail to Proxy Department, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9 not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) of the Meeting.

Non-Registered Shareholders

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Some shareholders of the Company are “non-registered shareholders” because the shares they own are not registered in their names but are instead registered in the name of a “nominee”, usually a brokerage firm, bank, or trust company through which they purchased the shares. Sometimes the shares are held in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the nominee is a participant or in the United States, under the name of Cede & Co. as nominee for the Depository Trust Company which acts as depositary for many U.S. brokerage firms and custodian banks.

If your shares are not registered in your own name, we will not have a record of your name and, as a result, unless your nominee has appointed you as a proxyholder, will have no knowledge of your entitlement to vote. If you wish to vote in person at the Meeting, therefore, please insert your own name in the space provided on the form of proxy or voting instruction form that you have received from your nominee. If you do this, you will be instructing your nominee to appoint you as proxyholder. It is not necessary to complete the form in any other respect, since you will be voting at the Meeting in person.

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of these meeting materials including the Notice of Meeting, this Circular and the Proxy to the clearing agencies and nominees for onward distribution to Non-Registered Holders (collectively, the “Meeting Materials”).

Nominees are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Nominees will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Nominee** (typically by a facsimile, stamped signature), that shows the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Nominee has already signed the form of proxy, a Non-Registered Holder who wishes to vote their shares completes the form of proxy and delivers it to **Computershare Trust Company of Canada** as noted above; or
- (b) more typically, the Non-Registered Holder receives a voting instruction form **which is not signed by the Nominee**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Nominee or its service company**, will become the voting instructions (often called a “proxy authorization form” or “voting instruction form”, VIF) that the Nominee must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, and has a removable label containing a bar code and other information. The Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy to validate the form and must also properly complete and sign the form of proxy and return it to the Nominee or its service company in according to the Nominee’s instructions.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares, which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the meeting in person, the Non-Registered Holder should strike out the names of the Management Proxyholders and insert the Non-Registered Holder’s name in the blank space provided.

In either case, Non-Registered Holders should carefully follow the instructions of their Nominee, including those regarding when and where the proxy or proxy authorization form is to be delivered.

The Notice of Meeting, this Circular and form of proxy are being sent to both registered and nonregistered owners of the Company's common shares. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of the Company's common shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions form.

VOTING SHARES AND THE PRINCIPAL HOLDERS OF VOTING SHARES

Outstanding Arris Shares

The Company has only one class of shares entitled to be voted at the Meeting, namely, common shares without par value. All issued shares are entitled to be voted at the Meeting and each has one vote. As of March 4, 2011 there were 21,583,372 common shares issued and outstanding.

Principal Holders of Arris Shares

Only those common shareholders of record as of March 4, 2011 will be entitled to vote at the Meeting or any adjournment thereof. To the knowledge of the directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company which have the right to vote in all circumstances.

Interest of Informed Persons in Material Transactions

Other than as disclosed herein, no proposed nominee for election as a director, and no director or officer of the Company who has served in such capacity since the beginning of the last financial year of the Company, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of the Company's outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had any interest in any transaction with the Company or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Company or is likely to do so.

Interest of Certain Persons in Matters to be Acted on at the Meeting

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of the directors, the approval of the Arris Stock Option Plan and the authorization for the granting of stock options thereunder.

THE BUSINESS OF THE MEETING

5.2 Financial Statements

The audited financial statements of the Company for the year ended September 30, 2010 will be placed before you at the Meeting. These financial statements and MD&A are available for review on SEDAR. Shareholders can request a copy of our future financial statements and MD&A by completing our supplemental request card which accompanies the Notice of Meeting and this Circular. See Item 45.8 “*Additional Information*”.

5.3 Election of Directors

Directors of the Company are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next annual general meeting, unless he resigns or otherwise vacates office before that time. Under Arris’ Articles and pursuant to the *Business Corporations Act* (British Columbia), the number of directors cannot be fewer than 3. Arris currently has 3 directors.

Management proposes to nominate the persons named under the heading “*Nominees for Election*” below for election as directors of the Company.

It is proposed to fix the number of directors at three. This requires the approval of the shareholders of the Company by an ordinary resolution, which approval will be sought at the Meeting.

Nominees for Election

The following information relating to the nominees for directors is based partly on the Company’s records and partly on information received by the Company from the nominees, it states the name of each person proposed to be nominated by management for election or re-election as a director, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company and the number of common shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

While management does not contemplate that the Nominees will be unable to serve as directors, if prior to the Meeting a vacancy occurs in this slate of Nominees for any reason, the management representatives designated in the Proxy solicited in respect of the Meeting shall have the discretionary authority to vote for the election of any other person as director. Proxies received by the directors on which no designation is made will be voted for the Nominees for election as directors or any substitute nominee thereof as may be determined by management, if necessary.

Name, Municipality of Residence and Position with Company	Present Principal Occupation	Director Since	Shares Owned ⁽²⁾
Lucky Janda ⁽¹⁾ Richmond, BC Canada <i>President, CEO & Director</i>	Mr. Janda is an independent businessman with over 20 years experience in public companies and real estate development. Mr. Janda holds a Bachelor of Economics degree from the University of British Columbia and is a respected member of several community charitable organizations. He also acts as Chairman on the board of Ona Power Corp., listed on the Canadian National Stock Exchange ("CNSX"). He has served on the boards of both TSX.V and CNSX listed companies. He has been President and Chief Executive Officer of Arris Holdings Inc. since October 2009; was President of RTN Stealth Software Inc. from January 2009 to November 2010; Chairman of the Board of ONA Power Corp. from 2009 to present; President and Chief Executive Officer of Lucky Minerals Inc. from 2009 to 2010; President and Chief Executive Officer of Grand Peak Capital Corp. from July 2006 to 2009; Chief Financial Officer of Grand Peak Capital Corp. from July 2006 to February 2009; Chief Financial Officer and Corporate Secretary of American United Gold Corp. from August 2004 to November 2005.	October 30, 2009 (since inception)	223,500
Rana Vig ⁽¹⁾ Surrey, BC Canada <i>Director</i>	Mr. Vig is a local businessman and publisher of the leading magazine in its category. He is active in numerous charitable and community organizations as chair, director or advisor for many. He served as the VP Corporate Operations of RTN Stealth from December 2009 to October 2010. He currently sits on the board of Ona Power Corp, a company listed on the CNSX and provides consulting services to a number of public companies.	March 22, 2011	Nil
Navchand (Chand) Jagpal ⁽¹⁾ Surrey, BC Canada	Mr. Jagpal currently serves as a director, President and CEO of QMI Seismic Inc., a CNSX listed company and has been in that role since October 2009. He is the former President and Chief Executive Officer of Grand Peak Capital Corp. from July 2006 to April 2010; Chief Financial Officer of Grand Peak Capital Corp. from July 2006 to February 2009; Chief Financial Officer and Corporate Secretary of American United Gold Corp. from August 2004 to November 2005; Corporate Secretary of Anderson Gold Corp. from December 2003 to November 2006. He is also the CEO and a director of Lucky Minerals Inc.	October 30, 2009 (since inception)	Nil

(1) Member of audit committee.

(2) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned, directly or indirectly, or over which control or direction is exercised by each proposed nominee as of March 4, 2011. This information is not within the knowledge of the management of the Company and has been furnished by the respective individuals, or has been extracted from the register of shareholdings maintained by the Company's transfer agent or from insider reports filed by the individuals and available at www.sedi.ca.

Under the provisions of the Business Corporations Act (British Columbia), the Company is required to have an audit committee whose members are indicated above. See also "Item 12 Executive Compensation, Committees and Governance" below.

The Company's management recommends that shareholders vote in favour of the nominees for election as directors.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the three nominees as directors of the Company for the ensuing year.

Corporate Cease Trade Orders or Bankruptcy

Save and except as set out below, as of the date of this Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period or more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

Save and except as set forth below, as of the date of this Circular, no proposed nominee for election as a director of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcy

As of the date of this Circular, no proposed nominee for election as a director of the Company has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a Conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, that directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Circular, to the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of those other companies.

5.4 Appointment of the Auditor

During the financial year ended September 30, 2010, ACAL Group, Chartered Accounts of 1850-1066 West Hastings Street, Vancouver, BC V6E 3X2 served as the Company's auditor and has served as auditor of the Company since October 30, 2009. See also Item 12.2 "*External Audit Service Fees*".

The Company's management recommends that shareholders vote in favour of the re-appointment of ACAL Group, Chartered Accountants as the Company's auditor for the ensuing year and in favour of granting the Board of Directors the authority to determine the remuneration to be paid to the auditor.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the appointment of ACAL Group, Chartered Accountants as the auditor of the Company until the close of the next annual meeting and also intend to vote FOR the proposed resolution to authorize the Board of Directors to fix the remuneration to be paid to the auditor.

5.5 Securityholder Approvals

Under Arris' Articles, the quorum for the transaction of business at a meeting of shareholders is two or more shareholders who are present in person, or who are represented by proxy, shareholders who, in the aggregate, hold at least one-twentieth of the issued shares entitled to be voted at the meeting. If such a quorum is not present in person or by proxy, the Meeting will be rescheduled.

In order for the Arrangement contemplated in this Circular to become effective, the Arrangement Resolution must be passed, with or without variation, by a special resolution of at least 66 2/3rds of the eligible votes cast in respect of the Arrangement Resolution by Arris Shareholders present in person or by proxy at the Meeting.

5.6 Rights of Dissent

The following description of the right to dissent (the "Dissent Right") and appraisal to which registered dissenting Arris Shareholders are entitled is not a comprehensive statement of the procedures to be followed by a Dissenting Shareholder who seeks payment of the fair value of such Dissenting Shareholder's Arris Shares, and is qualified in its entirety by the reference to the full text of the Interim Order and Sections 237 to 247 of the Act, which are attached to this Circular as Exhibits "C" and "D", respectively. A registered Dissenting Shareholder who intends to exercise the Dissent Right and appraisal should carefully consider and comply with the provisions of Sections 237 to 247 of the Act as may be modified by the Interim Order. Failure to strictly comply with the provisions of Sections 237 to 247 of the Act and to adhere to the procedures established therein may result in the loss of all rights thereunder.

The Court hearing the application for the Final Order has the discretion to alter the Dissent Right described in this Circular based on the evidence presented at that hearing.

Pursuant to the Interim Order and the Plan of Arrangement, registered Arris Shareholders are entitled, in addition to any other right the shareholder may have, to dissent and to be paid by Arris, in the event the Arrangement becomes effective, the fair value of the Arris Shares held by that shareholder in respect of which that shareholder dissents, determined as of the close of business on the last Business Day before the day on which the Arrangement is approved by Arris Shareholders at the Meeting. A registered Arris Shareholder may dissent only with respect to all of the Arris Shares held by the shareholder or on behalf of any one beneficial owner and registered in the Dissenting Shareholder's name.

Only Registered Shareholders may dissent. Persons who are beneficial owners of Arris Shares registered in the name of a broker, custodian, nominee or other intermediary who wish to dissent, should be aware that they may only do so through the registered owner of those securities. A registered holder, such as a broker, who holds Arris Shares as nominee for beneficial holders, some of whom wish to dissent, must exercise Dissent Rights on behalf of those beneficial owners with respect to the Arris Shares held for such beneficial owners. In such case, the demand for dissent should set forth the number of Arris Shares covered by it. Alternatively, such an Arris Shareholder may wish to instruct the intermediary to cause those Arris Shares to be registered in the holder's name so that the holder may exercise the Dissent Right directly.

An Arris Shareholder who wishes to exercise his, her or its Dissent Right must give written notice of his, her or its dissent (a "**Notice of Dissent**") to the Company by either delivering the Notice of Dissent to the Company at the

Meeting, or to the Company's head office at 1250 West Hastings Street, Vancouver, British Columbia, V6E 2M4, marked to the attention of the President, before the Meeting or at or before any postponement(s) or adjournment(s) of the Meeting.

The giving of a Notice of Dissent does not deprive a Dissenting Shareholder of his, her or its right to vote at the Meeting on the Arrangement Resolution. However, the procedures for exercising Dissent Rights given in Exhibit "D" must be strictly followed as a vote against the Arrangement Resolution or the execution or exercise of a proxy voting against the Arrangement Resolution does not constitute a Notice of Dissent.

Arris Shareholders should be aware that they will not be entitled to exercise a Dissent Right with respect to any Arris Shares if they vote, either in person at the Meeting or by proxy, in favour of the Arrangement Resolution. A Dissenting Shareholder may, however, vote as a proxy for an Arris Shareholder whose proxy requires an affirmative vote on the Arrangement Resolution, without affecting his, her or its right to exercise the Dissent Right.

In the event that an Arris Shareholder fails to perfect or effectively withdraws its claim under the Dissent Right or forfeits its right to make a claim under the Dissent Right, each Arris Share held by that Arris Shareholder will thereupon be deemed to have been exchanged in accordance with the terms of the Arrangement as of the Effective Date.

An application may be made to the Court by Arris or by a Dissenting Shareholder after the adoption of the Arrangement Resolution to fix the fair value of the Dissenting Shareholder's Arris Shares. If such an application to the Court is made by Arris or a Dissenting Arris Shareholder, Arris must, unless the Court otherwise orders, send to each Dissenting Shareholder a written offer to pay the Dissenting Shareholder an amount considered by the Board to be the fair value of the Arris Shares, as applicable. The offer, unless the Court otherwise orders, will be sent to each Dissenting Shareholder at least 10 days after Arris is served with notice of the application, if a Dissenting Shareholder is the applicant. The offer will be made on the same terms to each Dissenting Shareholder and will be accompanied by a statement showing how the fair value was determined.

A Dissenting Shareholder may make an agreement with Arris for the purchase of that holder's Arris Shares in the amount of the offer made by Arris, or otherwise, at any time before the Court pronounces an order fixing the fair value of the Arris Shares.

A Dissenting Shareholder is not required to give security for costs in respect of an application and, except in special circumstances, will not be required to pay the costs of the application or appraisal. On the application, the Court will make an order fixing the fair value of the Arris Shares, as applicable, of all Dissenting Shareholders who are parties to the application, giving judgment in that amount against Arris and in favour of each of those Dissenting Shareholders, and fixing the time within which Arris must pay that amount payable to the Dissenting Shareholders. The Court may in its discretion allow a reasonable rate of interest on the amount payable to each Dissenting Shareholder calculated from the date on which the Dissenting Shareholder ceases to have any right as an Arris Shareholder, until the date of payment.

Upon the Arrangement becoming effective, or upon the making of an agreement between Arris and the Dissenting Shareholder as to the payment to be made by Arris to the Dissenting Shareholder for its Arris Shares, or upon the pronouncement of a Court order, whichever first occurs, the Dissenting Shareholder will cease to have any rights as an Arris Shareholder other than the right to be paid the fair value of that holder's Arris Shares, in the amount agreed to between Arris and the Dissenting Shareholder or in the amount of the judgment, as the case may be. Until one of these events occurs, the Dissenting Shareholder may withdraw the Dissenting Shareholder's dissent, or if the Arrangement has not yet become effective, Arris may rescind the Arrangement Resolution, and in either event the dissent and appraisal proceedings in respect of that Dissenting Shareholder will be discontinued.

Arris shall not make a payment to a Dissenting Shareholder if there are reasonable grounds for believing that Arris is or would after the payment be unable to pay its liabilities as they become due, or that the realizable value of the assets of Arris would thereby be less than the aggregate of its liabilities. In such event, Arris shall notify each Dissenting Shareholder that it is unable lawfully to pay Dissenting Shareholders for their Arris Shares, in which case the Dissenting Shareholder may, by written notice to Arris within 30 days after receipt of such notice, withdraw such holder's written objection, in which case Arris shall be deemed to consent to the withdrawal and that Dissenting Shareholder shall be reinstated with full rights as an Arris Shareholder, failing which that Dissenting Shareholder

retains its status as a claimant against Arris to be paid as soon as Arris is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of Arris but in priority to its Shareholders.

All Arris Shares held by Dissenting Shareholders who exercise their right to dissent will, if the holders are ultimately entitled to be paid the fair value thereof, be deemed to be transferred to Arris and cancelled in exchange for such fair value.

The above summary does not purport to provide a comprehensive statement of the procedures to be followed by a Dissenting Shareholder who seeks payment of the fair value of their Arris Shares. The Interim Order and Part 9 Division 5 of the Act require adherence to the procedures established therein and failure to do so may result in the loss of all rights thereunder.

Accordingly, each Dissenting Shareholder who might desire to exercise the right to dissent and appraisal should carefully consider and comply with the provisions of the Interim Order, a copy of which is attached as Error! Reference source not found. to this Circular together with Division 2 of the Act - Dissent Proceedings, the full text of which is set out in Exhibit "D" to this Circular and should consult their own legal advisor.

5.7 Risk Factors

In evaluating the Arrangement, Arris Shareholders should carefully consider, in addition to the other information contained in this Circular, the following risk factors associated with Cielo Gold. These risk factors are not a definitive list of all risk factors associated with Cielo Gold and the business to be carried out by Cielo Gold.

Economics of Developing Mineral Properties

Mineral exploration and development is speculative and involves a high degree of risk and few properties which are explored are ultimately developed into producing mines.

Should any mineralization exist on the Property or any other properties that Cielo Gold may acquire, substantial expenditures will be required to confirm Mineral Resources or Reserves that will be sufficient to support a commercial mining operation and to obtain the required environmental approvals and permits required to commence commercial operations. Should any Mineral Resources be defined on the Property or any other properties that Cielo Gold may acquire there can be no assurance that the Mineral Resources can be commercially mined or that metallurgical processing will produce economically viable saleable products. The decision as to whether a property contains a commercial mineral deposit and therefore should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and geologists, all of which involve significant expense. This decision will involve consideration and evaluation of several significant factors, many of which will be outside of the control of Cielo Gold, including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) market prices for the minerals to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) the political climate and governmental regulations and control in the jurisdiction in which a property is located.

Securities of Cielo Gold and Dilution

Cielo Gold plans to focus on exploring for minerals and will use its working capital to carry out its exploration activities. However, Cielo Gold will require additional funds to further such activities. To obtain such funds, Cielo Gold may sell additional securities including, but not limited to, its common shares or some form of convertible security, the effect of which would result in a substantial dilution of the equity interests of the holders of Cielo Gold Shares.

There is no assurance that additional funding will be available to Cielo Gold for additional exploration or for the substantial capital that is typically required in order to bring a mineral project to a production decision or to place a property into commercial production. There is no assurance that Cielo Gold will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Property or any other property that Cielo Gold may acquire.

Environmental Risks and Other Regulatory Requirements

Exploration development activities and the commencement of production on the Gold Hill Property, or any other property that may be acquired by Cielo Gold may require permits from various federal, provincial and local governmental authorities, and mining operations are governed by the laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which Cielo Gold may require for the construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations will not have an adverse effect on any mining project which Cielo Gold might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Cielo Gold and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Foreign Countries and Regulatory Requirements

Cielo Gold may acquire properties located in other countries where mineral exploration activities may be affected by varying degrees of political instability and haphazard changes in government regulations such as tax laws, business laws and mining laws. Any changes in regulations or shifts in political conditions would be beyond the control of Cielo Gold and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Currency Fluctuations

Cielo Gold maintains its accounts in Canadian currency. If Cielo Gold acquires properties in other countries, its operations may be subject to foreign currency fluctuations and such fluctuations may materially adversely affect Cielo Gold's financial position and results. Cielo Gold does not engage in currency hedging activities.

No History of Earnings or Dividends

Cielo Gold has no history of earnings, and there is no assurance that the Property, or any other property that may be acquired by Cielo Gold, will generate earnings, operate profitably or provide a return on investment in the future. Cielo Gold has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Effect of Arrangement on Share Price

Implementation of the Arrangement and the transfer of the Gold Hill Property may cause the trading price for New Shares on the Exchange to fluctuate.

Title Matters

While Cielo Gold has performed its own due diligence with respect to title of the Property, this should not be construed as a guarantee of title. Other parties may dispute title to any of the Company's mineral properties and any of the Company's properties may be subject to prior unregistered agreements of transfer or aboriginal land claims, and title may be affected by undetected defects.

Dependency on a Small Number of Management Personnel

Cielo Gold is dependent on a relatively small number of key personnel and Cielo Gold does not carry key person insurance on any of its senior officers. The loss of any of whom could have an adverse effect on Cielo Gold.

Conflicts of Interest

Certain directors and officers of Cielo Gold are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of Cielo Gold. Situations may arise in connection with potential acquisitions or investments where the other interests of these directors and officers may conflict with the interests of Cielo Gold. The directors of Cielo Gold are required by law, however, to act honestly and in good faith with a view to the best interests of Cielo Gold and its shareholders and to disclose any personal interest which they may have in any material transaction which is proposed to be entered into with Cielo Gold and to abstain from voting as a director for the approval of any such transaction.

Operating Hazards and Risks

Exploration of natural resources generally involves a high degree of risk which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The business of mining is subject to a variety of risks such as ground fall, explosions and other accidents, flooding, environmental hazards, the discharge of toxic chemicals and other hazards. Such occurrences, against which the Company cannot, or may elect not to, insure, may result in destruction of mines and other production facilities, damage to life and property, environmental damage, delayed production, increased production costs and possible legal liability for any and all damages. Such liabilities may have a material adverse effect on the Company's financial position.

Uninsurable Risks

In the course of exploration and development of mineral properties, several risks such as rock bursts, cave-ins, fires, flooding, earthquakes and unexpected or unusual geological or operating conditions, may occur. It is not always possible to fully insure against such risks, and Cielo Gold may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of Cielo Gold.

Cielo Gold is not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. Cielo Gold periodically evaluates the cost and coverage of the insurance against certain environmental risks that is available to determine if it would be appropriate to obtain such insurance. Without such insurance, and if Cielo Gold becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds Cielo Gold has to pay such liabilities and result in bankruptcy. Should Cielo Gold be unable to fund fully the remedial cost of an environmental problem, it might be required to enter into interim compliance measures pending completion of the required remedy.

Competition and Barriers to Entry

Significant and increasing competition exists for mining opportunities internationally. There are a number of large established mining companies with substantial capabilities and far greater financial and technical resources than Cielo Gold. Cielo Gold may be unable to acquire any additional attractive mining properties (if it so chooses) on terms it considers acceptable and there can be no assurance that Cielo Gold's exploration and acquisition programs will yield any Mineral Reserves or result in any commercial mining operation. Cielo Gold will have to compete with larger, more established mining companies for qualified personnel both at the management and on the front line.

Potential Profitability Depends Upon Factors Beyond the Control of Cielo Gold

The potential profitability of the Property or any other property that may be acquired by Cielo Gold is dependent upon many factors beyond Cielo Gold's control. For instance, world prices of and markets for minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and controls and respond to changes in domestic, international, political, social and economic environments. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs will fluctuate in ways Cielo Gold cannot predict and are beyond Cielo Gold's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, events which cause

worldwide economic uncertainty may make raising of funds for exploration and development difficult, if not impossible. These changes and events may materially affect the financial performance of Cielo Gold.

ARRIS HOLDINGS INC. BEFORE THE ARRANGEMENT

Item 6 Corporate Structure

6.1 Name and Incorporation

Arris Holdings Inc. was incorporated under the Business Corporations Act (British Columbia) incorporation number BC♦ on October 30, 2009. The Company's corporate offices and its registered and records office are both located at 1250 West Hastings Street, Vancouver, BC V6E 2M4.

Item 7 General Development of the Business

7.1 History

Arris was spun out by plan of arrangement from its parent company in 2010 as an equity portfolio management company, the contents of the portfolio as at the end of the last interim period, December 31, 2010 are shown in the chart below. Arris was incorporated for the purpose of investing in Canadian junior resource companies and as such acquired the Gold Hill Property in 2011 through its subsidiary Cielo Gold as part of this investment strategy.

	September 30, 2010		December 31, 2010		
	Cost (\$)	Addition (sale) (\$)	Cost (\$)	Accumulated Unrealized gain (loss) (\$)	Fair Value (\$)
Publicly traded common shares					
Dessert Gold Ventures Inc. (300,000 shares)	240,000		240,000	120,000	360,000
Arris Holdings Inc. (440,000 shares)	264,000		264,000	242,000	506,000
Ona Power Corp. (2,798,000 shares)	509,236		509,236	(383,326)	125,910
Ona Power Corp (200,000 shares)	-	9,085	9,085	(85)	9,000
Global Uranium Corporation (100,000 shares)	7,800		7,800	(7,800)	-
Share purchase warrants of publicly traded shares					
Global Uranium Corporation (100,000 warrants)	4,200		4,200	(4,200)	-
Ona Power Corp. (2,800,000 warrants)	470,400		470,400	(434,000)	36,400
	1,495,636	9,085	1,504,721	(467,411)	1,037,310

7.2 Financing

Following approval of the Arrangement by the Arris Shareholders, and concurrent with listing on the Exchange, Cielo Gold will conduct a non-brokered private placement financing (the “Financing”) of 2,000,000 units at a price of \$0.05 per unit to be comprised of one common share and one common share purchase warrant at a price of \$0.07 per warrant share, the actual price will be set by the board of directors, with the objective of raising \$100,000 for the purpose of working capital; this Financing will be subject to Exchange approval. As at the date of this Circular the Company is not aware of any finder’s fees that will be payable in connection with this Financing.

Item 8 Selected Consolidated Financial Information and Management’s Discussion and Analysis

8.1 Selected Information

The most recent audited financial statements for the year ended September 30, 2010 are attached to this Circular as Exhibit “G”.

The most recent unaudited financial statements for the period ended December 31, 2010 are attached to this Circular as Exhibit “H”.

8.2 Management’s Discussion & Analysis

Arris most recent Management’s Discussion & Analysis for the period ended December 31, 2011 is attached to this circular as Exhibit “

Item 9 Description of the Securities

The authorized share capital of the Company consists of an unlimited number Arris Shares (Class A Common), of which 21,583,372 were issued and outstanding as at March 4, 2011 and an unlimited number of Class B Preferred shares of which none have been issued.

Arris Shareholders are entitled to receive notice of any meeting of Arris Shareholders and to attend and vote thereat, except those meetings at which only the holders of shares of another class or of a particular series are entitled to vote. Each Arris Share entitles its holder to one vote at meetings at which they are entitled to attend and vote. The holders of Arris Shares are entitled to receive, on a *pro-rata* basis, such dividends as the Board may declare out of funds legally available for the payment of dividends. On the dissolution, liquidation, winding-up or other distribution of the assets of the Company, Arris Shareholders are entitled to receive on a *pro-rata* basis all of the assets of the Company remaining after payment of all of the Company’s liabilities and subject to the prior rights attached to any preferred shares of Arris to receive a return of capital and unpaid dividends. The Arris Shares carry no preemptive or conversion rights.

The Board may issue preferred shares from time to time in one or more series with each series to consist of such number of preferred shares as may be determined by the Board. Before the issue of a series of preferred shares, the Board may, at its sole discretion, determine the designation, rights, privileges, restrictions and conditions attaching to the series of preferred shares.

Changes in Share Capital

	Number of Common Shares	Amount
Issuance on incorporation	1	\$ 1
Share cancellation	(1)	(1)
Issuance related to the Plan of Arrangement	17,583,372	1,484,000
Issuance – private placement (March 16, 2010)	2,000,000	60,000
Balance, September 30, 2010	19,583,372	1,544,000
Issuance (redemption)	-	-
Balance, December 31, 2010	19,583,372	\$ 1,544,000
Warrant Exercise (February 7, 2011)	2,000,000	140,000
Balance March 28, 2011	21,583,372	1,684,000

Item 10 Arris Stock Option Plan

Approval of the Arris Stock Option Plan

At the Meeting management will seek shareholder approval for the adoption of the stock option plan (the “**Arris Stock Option Plan**”) and the approval of the number of shares reserved for issuance under the Stock Option Plan in accordance with and subject to the rules and policies of the Canadian National Stock Exchange (the “CNSX”). The Board of Directors of the Company has established an incentive stock option plan reserving a rolling 10% of the issued and outstanding shares of the Company from time to time. The purpose of the Arris Stock Option Plan is to provide incentive to employees, directors, officers, management companies, and consultants who provide services to the Company and to reduce the cash compensation the Company would otherwise have to pay.

Terms of the Arris Stock Option Plan

A full copy of the Arris Stock Option Plan will be available at the Annual General Meeting for review by shareholders. Shareholders may also obtain copies of the Arris Stock Option Plan from the Company prior to the meeting on written request. The following is a summary of the material terms of the Arris Stock Option Plan:

Number of Shares Reserved. Under the Arris Stock Option Plan, up to 10% of the issued and outstanding common shares of the Company as of the date of grant may be issued (including all options granted by the Company prior to the adoption of the Arris Stock Option Plan).

Maximum Term of Options. The Board of Directors will fix the term of any options granted under the Arris Stock Option Plan and the term may not exceed five years from the date of grant. The options are non-assignable and non-transferable.

Exercise Price. The Board of Directors determine the exercise price of options granted under the Arris Stock Option Plan, and the exercise price cannot be less than the price permitted by the CNSX, or, if the shares are no longer listed on the CNSX, then such other exchange or quotation system on which the shares are listed or quoted for trading.

Amendment. Under CNSX requirements, the Company may not amend terms of an option once issued. If the Company cancels an option prior to the expiry date, the Company will not grant new options to the same person until 30 days have elapsed from the date of cancellation.

Vesting. Vesting, if any, and other terms and conditions relating to such options will be determined by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time and in accordance with CNSX requirements.

Termination. Any options granted pursuant to the Arris Stock Option Plan will terminate generally within 90 days of the option holder ceasing to act as a director, officer, or employee of the Company or any of its affiliates, and within generally 30 days of the option holder ceasing to act as an employee engaged in investor relations activities, unless such cessation is on account of death. If such cessation is on account of death, the options terminate on the first anniversary of such cessation. If such cessation is on account of cause, or terminated by regulatory sanction or by reason of judicial order, the options terminate immediately. Cancelled or expired options will continue to be issuable under the Arris Stock Option Plan. The Arris Stock Option Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion, or exchange of Company’s shares.

Administration. The Board of Directors of the Company, or a senior officer or employee so delegated by the Board, administers the Arris Stock Option Plan.

Board Discretion. Under the Arris Stock Option Plan it is generally up to the Board of Directors or their delegate to determine the number of shares subject to each option, the exercise price, the expiry time, the extent to which an option is exercisable, including vesting schedules, and other terms and conditions relating to options granted, all in accordance with CNSX requirements.

At the Meeting, Arris Shareholders will be asked to approve the following ordinary resolution:

“BE IT RESOLVED that the Arris Stock Option Plan be and is hereby approved, that in connection therewith a rolling 10% of the issued and outstanding shares from time to time be approved for granting as options and that the board of directors be and they are hereby authorized, without further shareholder approval, to make such changes to the Arris Stock Option Plan as may be required or approved by regulatory authorities and that the reservation under the Arris Stock Option Plan of up to a maximum of 10% of the issued shares of the Company, on a rolling basis, as at the time of granting of the stock option pursuant to the Arris Stock Option Plan be and the same is hereby authorized and approved.”

The Company’s management recommends that shareholders vote in favour of the resolution to ratify and approve the Arris Stock Option Plan.

Unless you give instructions otherwise, the Management Proxyholders intend to vote FOR the approval and ratification of the Arris Stock Option Plan.

As at March 4, 2011, being the record date, the Company had a total of 21,583,372 common shares issued and outstanding.

Item 11 Stock Exchange Price

11.1 Trading Price and Volume

The Arris Shares trade on the Exchange, in Canadian dollars, under the symbol "AAF". The following table sets out information relating to the trading of the Arris Shares on the Exchange for the months indicated:

Canadian National Stock Exchange			
2010	Sale Price		Volume
	Low	High	
	(CAD)		(#)
April 14 (date listed) to 30	0.005	0.005	0
May	0.005	0.005	0
June	0.005	0.005	0
July	0.005	0.02	17000
August	0.02	0.02	0
September	0.10	0.10	1000
October	0.11	0.12	4000
November .....	.10	.10	0
December .....	.10	.12	3000
2011			
January	0.07	0.07	4000
February .....	.045	0.32	9300
March 1 to 28	0.32	0.32	0

The price of the Arris Shares as reported by the Exchange at the close of business on March 28, 2011, was CAD \$0.32.

Item 12 Executive Compensation, Committees and Governance

12.1 Compensation Disclosure

The following information is presented in accordance with the disclosure required by Form 51-102F6 - *Statement of Executive Compensation* under National Instrument 51-102 *Continuous Disclosure Obligations*. As defined under applicable securities legislation, the Company had two "Named Executive Officers" during the financial year ended September 30, 2010 as set out below:

Lucky Janda - President and Chief Executive Officer

Jamie Lewin, CMA, MBA - Chief Financial Officer

Definitions for the purpose of this Circular:

"CEO" means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"closing market price" means the price at which the Company's security was last sold, on the applicable date,

(a) in the security's principal marketplace in Canada, or

(b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"company" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"equity incentive plan" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Handbook;

"external management company" includes a subsidiary, affiliate or associate of the external management company;

"grant date" means a date determined for financial statement reporting purposes under Section 3870 of the Handbook;

"Handbook" means the Handbook of the Canadian Institute of Chartered Accountants, as amended from time to time;

"incentive plan" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"incentive plan award" means compensation awarded, earned, paid, or payable under an incentive plan;

"NEO" or "named executive officer" means each of the following individuals:

(a) a CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total

compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102, for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

"NI 52-107" means National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

"non-equity incentive plan" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"option-based award" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

"plan" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

"replacement grant" means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

"repricing" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

"share-based award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Goals and Objectives

Given the Company's current stage of development, the Board of Directors has not established a formal compensation committee. It is the Board as a whole who is responsible for determining the final compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. See "*Committees of the Board of Directors*" . Management directors are required to abstain from voting in respect of their own compensation thereby providing the independent members of the Board with considerable input as to executive compensation.

The Company's executive compensation program focuses primarily on rewarding the efforts of its executives in increasing shareholder value and meeting the Company's goals. The Board reviews on an annual basis the corporate goals and objectives relevant to executive compensation; evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Company's overall performance, shareholder returns, and the value of similar incentive awards to executive officers at comparable companies, and the awards given to executive officers in past years.

Executive Compensation Program

The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for the Shareholders.

Executive compensation is comprised of three elements: base fees (may be consulting fees) or salary, short-term incentive compensation (discretionary cash bonuses) and long-term incentive compensation (share options). The Board reviews all three components in assessing the compensation of individual executive officers and of the Company as a whole.

Base fees or salaries and bonuses (discretionary) are intended to provide current compensation and a short-term incentive for executive officers to meet the Company's goals, as well as to remain competitive with the industry.

Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise, and capabilities demonstrated by the executive officers. Executive officers are also eligible to receive discretionary bonuses as determined by the Board based on each officer's responsibilities, his achievement of individual and corporate objectives and the Company's financial performance.

Cash bonuses are intended to reward the executive officers for meeting or exceeding the individual and corporate performance objectives set by the Board.

Stock options are an important part of the Company's long-term incentive strategy for its executive officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance as measured through the price of the Company's shares and enables executives to acquire and maintain an ownership position in the Company. See "Option Based Awards" below.

Mr. Janda has been President and Chief Executive Officer of the Company since its inception on October 30, 2009. Mr. Janda provides his services to the Company as a consultant and devotes such time to the Company's activities as is required, accounting for approximately 5 to 10 percent of his time. Given Arris' current stage of development and operational objectives, the CEO believes it is inappropriate for him to receive a salary and provides his time to the Company free of charge in order to conserve the Company's cash reserves. He is however, reimbursed for

reasonable expenses incurred on behalf of the Company. At such time as the Company may more actively engage in its business of investment and portfolio management, Arris will set an appropriate base compensation.

Option Based Awards

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's stock option plan (the "Arris Stock Option Plan") to receive grants of stock options. Individual stock options are granted by the Board as a whole and the size of the options is dependent on, among other things, each officer's level of responsibility, authority and importance to the Company and the degree to which an officer's long term contribution to the Company will be crucial to its overall long-term success.

Stock options grants may be made periodically to ensure that the number of options granted to any particular officer is commensurate with the officer's level of ongoing responsibility within the Company. The Board will evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants. Options are usually priced at the closing trading price of the Company's shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire two to five years from the date of grant. See "Approval of the Arris Stock Option Plan".

The Company has no arrangements, standard or otherwise, under which Directors are compensated by Arris for their services in their capacity as Directors, or for committee participation, or involvement in special assignments during the most recently completed financial year or subsequently, up to and including the date of this Circular.

The Company has a formalized stock option plan for the granting of incentive stock options to its officers, employees, consultants, and Directors. During the most recently completed financial year no stock options were granted and no stock options were exercised.

Summary Compensation Table

The table on the next page sets out certain information respecting the compensation paid to the CEO and CFO. No executive officers other than the past and current CEOs and CFOs are named in this table as no executive officer, as of September 30, 2010, had a total compensation of more than \$150,000. These individuals are referred to collectively as the "Named Executive Officers" or "NEOs".

Name and Principal Position	Year (period) Ended	Annual Compensation			Long Term Compensation			All Other Compensation (\$)	Total (\$)
		Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	Awards		Payouts		
					Securities Under Options/ SARs Granted (#)	Restricted Shares or Restricted Share Units (\$)	LTIP Payouts (\$)		
Lucky Janda⁽¹⁾ <i>President & CEO</i>	inception to Sep 30/10	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jamie Lewin, CMA, MBA⁽¹⁾ <i>CFO</i>	inception to 09/30/10	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

NOTES:

(1) Appointed on October 30, 2009

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

No incentive options or shares were awarded to NEOs between the time of inception (October 30, 2009) and the year ended September 30, 2010.

NEO Name and Principal Position	Option-based Awards				Share-based Awards	
	Number of securities underlying exercised options	Option exercise price \$	Option expiration date	Value of unexercised in-the-money options \$	Number of shares or units of shares that have not vested	Market payout value of share-based awards that have not vested \$
Lucky Janda <i>President & Chief Executive Officer</i>	Nil	Nil	N/A	Nil	Nil	Nil
Jamie Lewin, CMA, MBA <i>Chief Financial Officer</i>	Nil	Nil	N/A	Nil	Nil	Nil

Incentive Plan Awards – Value Vested or Earned During the Year

The Company did not issue any shares or grant any options during the year.

Name	Option-based awards – value vested or earned during the year \$	Share-based awards – value vested during the year \$	Non-equity incentive plan compensation – value earned during the year (\$)
Lucky Janda <i>President & Chief Executive Officer</i>	Nil	Nil	Nil
Jamie Lewin, CMA, MBA <i>Chief Financial Officer</i>	Nil	Nil	Nil

Pension Plan Benefits

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

Termination and Change Of Control Benefits

The Company has not entered into any compensatory plans, contracts or arrangements with any of its Named Executive Officers whereby those officers are entitled to receive compensation as a result of the resignation, retirement or any other termination of employment of the Named Executive Officer with the Company or from a change in control of the Company or a change in the Named Executive Officer's responsibilities following a change in control.

Compensation of Directors

Non-management directors of the Company may receive fees in the form of an annual retainer fee of \$3,000 for their services as directors of the Company. In addition, directors may be paid an honorarium of \$400 per meeting attended in person or \$200 per meeting attended by teleconference. The directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors and may receive cash bonuses from time to time which the Company awards to directors for serving in their capacity as a member of the board. Executive officers who also act as directors of the Company do not receive any additional compensation for services rendered in their capacity as directors.

Directors are entitled to participate in the Company's stock option plan, which is designed to give each option holder an interest in preserving and maximizing shareholder value over the longer term. Individual grants are determined by an assessment of each individual director's current and expected future performance, level of responsibilities and the importance of their position and contribution to the Company.

Director Compensation Table

The following table sets forth information regarding the compensation paid to the Company's directors, other than directors who are also Named Executive Officers listed in the "Summary Compensation Table" above, during the fiscal year ended September 30, 2010.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based Awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Sonny Janda <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Chand Jagpal <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Share-Based Awards, Option-Based Awards, and Non-Equity Incentive Plan Compensation

The following table sets forth particulars of all option-based and share-based awards outstanding for each director, who was not a Named Executive Officer, at September 30, 2010:

Name	Option-based awards – value vested or earned during the year \$	Share-based awards – value vested during the year \$	Non-equity incentive plan compensation – value earned during the year (\$)
Sonny Janda <i>Director</i>	Nil	Nil	Nil
Chand Jagpal <i>Director</i>	Nil	Nil	Nil

Securities Authorized For Issuance Under Equity Compensation Plans

The following information is as of September 30, 2010, the Company's most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	0 ⁽¹⁾	N/A	2,158,337
Equity Compensation plans not approved by securityholders	N/A	N/A	N/A
Total:	0		2,158,337

NOTES:

- (1) The Company has a 10% rolling stock option plan under which there are currently no options granted. See *APPROVAL OF ARRIS STOCK OPTION PLAN* for further information.

12.2 The Audit Committee

Under the provisions of the *Business Corporations Act* (British Columbia) the Company is required to have an audit committee whose members are indicated above. National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its external auditor as set forth below.

The Audit Committee Charter

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Exhibit "A" to this Circular.

Composition of Audit Committee

The Company's audit committee is comprised of three directors, Lucky Janda, Rana Vig and Chand Jagpal, of whom Rana Vig and Chand Jagpal are considered "independent" as that term is defined in applicable securities legislation. As Chief Executive Officer, Mr. Janda is not independent.

All three audit committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements and are therefore considered "financially literate".

Relevant Education and Experience

All of the audit Committee members are businessmen with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour.

Name	Education and Experience
Lucky Janda <i>Audit Committee Member</i>	Mr. Janda holds a Bachelor of Economics degree from the University of British Columbia. Mr. Janda is a widely experienced independent businessman with interests in both public companies and the private sector in the area of real estate development. His background as a member of multiple boards of directors and as an experienced corporate officer and manager over the past twenty years provides him with a solid foundation that will allow him to contribute to this committee.
Rana Vig <i>Audit Committee Member</i>	Mr. Vig is an independent business man who understands how to read and understand financial statements and is financially literate. As a business owner he is well versed in the importance of keeping good financial records and preparing accurate financial statements.
Chand Jagpal <i>Chairman</i>	Mr. Jagpal is a business owner, a director and officer of multiple public companies and has a thorough understanding of financial accounting and has the necessary qualifications to chair the Audit Committee.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year ended September 30, 2010, the board of directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading "Article 2 – Pre-Approval of Non-Audit Services" of the Audit Committee Charter set out in Exhibit "A" to this Circular.

External Audit Service Fees (By Category)

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice, and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its external auditor for services rendered to the Company in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit / Audit Related Fees	Tax Fees	All Other Fees
September 30, 2010	\$9,500	Nil	Nil

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

12.3 Corporate Governance

Corporate governance relates to the activities of the board of directors of the Company (the “Board”), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 *Corporate Governance Guidelines* (“NP 58-201”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) also requires the Company to disclose annually in its Circular certain information concerning its corporate governance practices. As a “venture issuer” the Company is required to make these disclosures with reference to the requirements of Form 58-101F2, this disclosure is provided below.

Board of Directors

Structure and Composition

The Board is currently composed of three directors. All of the proposed nominees for election as directors at the 2011 annual general meeting are currently directors of the Company. NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. “Material relationship” is defined as a relationship which could, in the view of the Company’s board of directors be reasonably expected to interfere with the exercise of a director’s independent judgment. The Company has determined independence as follows:

Name	Independent	Determination of Independence
Lucky Janda <i>President & CEO</i> <i>Director</i>	No	Lucky Janda is a management director. Although his compensation for the period ended September 30, 2010 was less than \$75,000, Mr. Janda is not an independent director because he participates in management of the Company.
Chand Jagpal <i>Director</i>	Yes	Chand Jagpal is an outside director. He is not an officer, nor does he provide services to the Company other than in his role as director. He did not receive any compensation for his service to the Company for the year ended September 30, 2010 and is therefore considered independent.
Rana Vig <i>Director</i>	Yes	Rana Vig is an outside director. He is not an officer, nor does he provide services to the Company other than in his role as director. He did not receive any compensation for his service to the Company for the

		year ended September 30, 2010 and is therefore considered independent.
--	--	--

Following the Meeting, the Board will have 2 independent directors, and 1 “non-independent” director. The Company has a majority of independent Board members which meets the requirement for independence and is in the best interests of the Company.

Mandate of the Board

The mandate of the Board is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees (see “*Committees of the Board of Directors*” below). In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders’ equity interests through the optimum utilization of the Company’s capital resources. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. At this stage of the Company’s development, the Board does not believe it is necessary to adopt a written mandate, as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies. However, as the Company grows, the Board will move to develop a formal written mandate.

In keeping with its overall responsibility for the stewardship of the Company, the Board is also responsible for the integrity of the Company’s internal control and management information systems and for the Company’s policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and the Chief Financial Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing the Company’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans, and annual operating plans.

Currently, the positions of President and Chief Executive Officer are combined. However, given the size of the Company’s current operations, the Board believes that the Company is well serviced and the independence of the Board from management is not compromised by the combined role. In addition, the Board has found that the fiduciary duties placed on management by the Company’s governing corporate legislation and common law and the restrictions on an individual director’s participation in decisions of the Board in which the director has an interest under applicable corporate and securities legislation provide the “independent” directors with significant input and leadership in exercising their responsibilities for independent oversight of management. In addition, each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances and the “independent” directors have the ability to meet independently of management whenever deemed necessary. As of the year ended September 30, 2010 the independent directors have not exercised their right to meet independently of management given the Company’s limited operations at the current time; as such the decisions required of the board have been considered routine and in the ordinary course of business, the independent directors have not deemed it necessary to review such materials separate and apart from management.

Directorships

As of the date of this Circular, the directors listed in the table that follows are currently directors and/or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction.

Name of Director	Other Reporting Issuer
Lucky Janda	Ona Power Corp.
Rana Vig	Ona Power Corp.
Chand Jagpal	Grand Peak Capital Corp. Lucky Minerals Inc. QMI Seismic Inc.

Ethical Business Conduct

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

However, to date, the Board has not adopted a formal written Code of Business Conduct and Ethics. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate and securities legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders.

In addition, the limited size of the Company's operations and the small number of officers and employees allows the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Nomination, Education and Assessment

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the President, and proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

New directors are briefed on strategic plans, short, medium, and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current operations.

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors, and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records. Reference is made to the table under the heading "***Election of Directors***" in "***THE BUSINESS OF THE MEETING***" for a description of the current principal occupations of the Company's Board.

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's current size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness and the effectiveness and contribution of its committees or individual directors on an ad hoc basis.

Committees of the Board of Directors

At the present time, the Board of Directors of the Company has appointed only an audit committee. The audit committee is comprised of Chand Jagpal (Chair), Rana Vig and Lucky Janda; it is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting of the Company, as well as internal controls to achieve the objectives of safeguarding the Company's assets; reliability of information; and compliance with policies and laws. For further information regarding the mandate of the Company's audit committee, its specific authority, duties and responsibilities, as well as the Audit Committee Charter, see Item 12.2 – "*The Audit Committee*" in this Circular.

Compensation

Given the Company's current size and stage of development, the Board of Directors has not appointed a formal compensation committee, but instead the independent directors make recommendations to the Board regarding executive compensation (including long-term incentive in the form of stock options) to be paid to the Company's executive officers having regard to the responsibilities and risks associated with each position.

In addition, compensation to be paid to executive officers who are also directors must be approved by the disinterested directors thereby providing the non-executive officer directors with significant input into compensation decisions. See Item 12 "*Compensation of Named Executive Officers*" above for details of the compensation paid to the Company's Named Executive Officers.

The board of directors also adopted certain standard fees to be paid to the Company's non-management directors for their services, in addition to the granting of incentive stock options from time to time. See Item 12 "*Compensation of Directors*" above.

As the Company evolves, and its operations and management structure become more complex, the Board will likely find it appropriate to constitute additional standing committees, such as a formal Governance Committee, a Compensation Committee, and a Nominating Committee, and to ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

12.4 Management Contracts

Save and except as noted below, the management functions of the Company are performed by its directors and executive officers and the Company has no management agreements or arrangements whereby persons other than the directors and executive officers of the Company perform management functions. See Item 12.1 "*Compensation Disclosure*" for details of the fees paid to the Company's Named Executive Officers.

The Company has a management agreement in place with Cabmerl Industries Ltd. ("Cabmerl"). Cabmerl performs ongoing, day-to-day management functions and assists the Company's management team when and where required to perform their management duties, freeing senior management to focus on the Company's future growth and success. The agreement is month-to-month, and may be terminated by either party on 30 days notice. Cabmerl and the Company have one director in common, namely Lucky Janda.

Item 13 Auditor, Transfer Agents and Registrars**13.1 Auditor**

During the financial year ended September 30, 2010, ACAL Group, Chartered Accounts of 1850-1066 West Hastings Street, Vancouver, BC V6E 3X2 served as the Company's auditor and has served as auditor of the Company since October 30, 2009.

13.2 Transfer Agent and Registrar

Arris' registrar and transfer agent is Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

Prior to the Effective Date Cielo Gold intends to appoint Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9 as its registrar and transfer agent.

THE ARRANGEMENT

Item 14 The Arrangement Agreement

14.1 General

The Arrangement has been proposed to facilitate the separation of the Company's primary business activity as a portfolio manager from the development of its mining properties. The Company owns the Maggie Gold Property; the Arrangement will allow the Company to pursue potential exploration on the Maggie Gold Property under its own leadership. As part of the Arrangement, the Company will transfer the Equity Portfolio and the Gold Hill Property to Cielo Gold. The Gold Hill Property is located in the Kamloops Mining Division of British Columbia. As part of the Arrangement, Cielo Gold will spin out from Arris, acquiring sole ownership of the Gold Hill Property and acquiring the Equity Portfolio for its subsidiary Aerius Investments Inc., for the aggregate consideration of 21,583,372 Cielo Gold Shares. Another subsidiary of Cielo Gold, Ari Oil & Gas will spin out with Cielo Gold as part of the Arrangement but currently does not have any assets.

The Company will manage its mineral property subsequent to the completion of the Arrangement. Each Arris Shareholder will, immediately after the Effective Date, hold one New Share for each Arris Share held immediately prior to the Arrangement, which will be identical in every respect to the present Arris Shares, and each Arris Shareholder on the Share Distribution Record Date will receive its *pro-rata* share of the 21,583,372 Cielo Gold Shares that are acquired by the Company in exchange for the Asset described herein. See "*Details of the Arrangement*".

14.2 Reasons for the Arrangement

The Board has determined that the Company should concentrate its efforts on exploiting its mineral properties. To this end, the Board approved a reorganization of the Company pursuant to the Arrangement as described in this Circular.

The Board is of the view that the Arrangement will benefit the Company and the Arris Shareholders. This conclusion is based on the following primary determinations:

1. the Company's currently holds the Maggie Gold and the Gold Hill mineral properties and an Equity Portfolio and has primarily focused on its Equity Portfolio with little time left to pursue the exploration and development of the Maggie Gold Property;
2. transferring the Equity Portfolio and Gold Hill to Cielo Gold under the terms of the Arrangement will allow the Company to pursue its objective of exploiting the Maggie Gold Property and allow Cielo Gold to exploit the Gold Hill Property and allow it to manage the Equity Portfolio through its subsidiary, Aerius, whereby Aerius will have management in place with the expertise and knowledge to effectively manage the Equity Portfolio;
3. following the Arrangement, management of the Company will be free to focus entirely on the Maggie Gold Property and utilizing their strengths, which include managing mineral exploration activities, raising funds for early stage exploration and establishing exploration and development strategies specific to mineral properties, they will be able to move the project along and in the process create value for the Arris shareholders;
4. the formation of Cielo Gold to hold the Gold Hill Property will permit new management to be chosen for Cielo Gold that has knowledge and expertise specific to Cielo Gold and will facilitate separate fund-raising, exploration and development strategies for the Gold Hill Property required to move that property forward;
5. the formation of Cielo Gold and the distribution of 21,583,372 Cielo Gold Shares to the Arris Shareholders as of the Share Distribution Record Date will give the Arris Shareholders a direct interest in a new exploration company that will focus on the exploration and development of the Property as well as the potential acquisition of new properties in districts and areas with known potential for high margin deposits;

6. separating the properties into separate companies will enable the mineral properties currently held in Arris and Cielo Gold to be more appropriately valued in the public market. Their separation will allow investors to more accurately value Cielo Gold and Arris each on a stand-alone basis against similar mineral exploration companies and industry benchmarks, thereby enhancing the likelihood that Cielo Gold and Arris will achieve appropriate market recognition. This will allow the holders of Cielo Gold Shares to realize value which the Board believes should be attributed to the separate entity;
7. as a separate public exploration company, Cielo Gold will have direct access to public and private capital markets and will be able to issue debt and equity to fund exploration of the Property and to finance the acquisition and exploration of any new properties on a priority basis; and
8. as a separate public exploration company, Cielo Gold will be able to establish equity based compensation programs to enable it to better attract, motivate and retain directors, officers and key employees, thereby better aligning management and employee incentives with the interests of shareholders.

14.3 Fairness of the Arrangement

The Arrangement was determined to be fair to the Arris Shareholders by the Board based upon the following factors, among others:

1. the procedures by which the Arrangement will be approved, including the requirement for 66 2/3rds Arris Shareholder approval and approval by the Court after a hearing at which fairness will be considered;
2. the proposed listing of the Cielo Gold Shares on the Exchange and the continued listing of the New Shares on the Exchange;
3. the opportunity for Arris Shareholders who are opposed to the Arrangement, upon compliance with certain conditions, to dissent from the approval of the Arrangement in accordance with the Interim Order, and to be paid fair value for their Arris Shares; and
4. each Arris Shareholder on the Share Distribution Record Date will participate in the Arrangement on a *pro-rata* basis and, upon completion of the Arrangement, will continue to hold substantially the same *pro-rata* interest that such Arris Shareholder held in the Company prior to completion of the Arrangement and substantially the same *pro-rata* interest in Cielo Gold through its direct holdings of Cielo Gold Shares rather than indirectly through the Company's holding of Cielo Gold Shares.

14.4 Details of the Arrangement

The following description of the Arrangement is qualified in its entirety by reference to the full text of the Arrangement Agreement, a copy of which is annexed as Exhibit "B" to this Circular, and the Plan of Arrangement, which forms Exhibit II to the Arrangement Agreement. Each of these documents should be read carefully in their entirety.

Pursuant to the Plan of Arrangement, save and except for Dissenting Shares, the following principal steps will occur and be deemed to occur in the following chronological order as part of the Arrangement:

- 1) the Company will transfer the Asset to Cielo Gold in consideration for 21,583,372 Cielo Gold Shares (the "**Distributed Cielo Gold Shares**") and the Company will be added to the central securities register of Cielo Gold in respect of such Cielo Gold Shares;
- 2) the authorized share capital of the Company will be changed by:
 - (i) altering the identifying name of the Arris Shares to class A common shares without par value, being the "Arris Class A Shares",
 - (ii) creating a class consisting of an unlimited number of common shares without par value, being the "New Shares", and

- (iii) creating a class consisting of an unlimited number of class B preferred shares without par value having the rights and restrictions described in Exhibit III to the Arrangement Agreement, being the Arris Class B Preferred Shares;
- 3) each issued Arris Class A Share will be exchanged for one New Share and one Arris Class B Preferred Share and, subject to the exercise of a right of dissent, the holders of the Arris Class A Shares will be removed from the central securities register of the Company and will be added to that central securities register as the holders of the number of New Shares and Arris Class B Preferred Shares that they have received on the exchange;
 - 4) all of the issued Arris Class A Shares will be cancelled with the appropriate entries being made in the central securities register of the Company, and the aggregate paid-up capital (as that term is used for purposes of the Tax Act) of the Arris Class A Shares immediately prior to the Effective Date will be allocated between the New Shares and the Arris Class B Preferred Shares so that the aggregate paid-up capital of the Arris Class B Preferred Shares is equal to the aggregate fair market value of the Distributed Cielo Gold Shares as of the Effective Date, and each Arris Class B Preferred Share so issued will be issued by the Company at an issue price equal to such aggregate fair market value divided by the number of issued Arris Class B Preferred Shares, such aggregate fair market value of the Distributed Cielo Gold Shares to be determined as at the Effective Date by resolution of the directors of the Company;
 - 5) the Company will redeem the issued Arris Class B Preferred Shares for consideration consisting solely of the Distributed Cielo Gold Shares such that each holder of Arris Class B Preferred Shares will, subject to the rounding of fractions and the exercise of rights of dissent, receive that number of Cielo Gold Shares that is equal to the number of Arris Class B Preferred Shares held by such holder multiplied by the Exchange Factor;
 - 6) the name of each holder of Arris Class B Preferred Shares will be removed as such from the central securities register of the Company, and all of the issued Arris Class B Preferred Shares will be cancelled with the appropriate entries being made in the central securities register of the Company;
 - 7) the Distributed Cielo Gold Shares transferred to the holders of the Arris Class B Preferred Shares pursuant to step (e) above will be registered in the names of the former holders of Arris Class B Preferred Shares and appropriate entries will be made in the central securities register of Cielo Gold;
 - 8) the Arris Class A Shares and the Arris Class B Preferred Shares, none of which will be allotted or issued once the steps referred to in steps (c) and (e) above are completed, will be cancelled and the authorized share structure of the Company will be changed by eliminating the Arris Class A Shares and the Arris Class B Preferred Shares therefrom;
 - 9) the Notice of Articles and Articles of the Company will be amended to reflect the changes to its authorized share structure made pursuant to this Plan of Arrangement; and
 - 10) after the Effective Date:
 - (i) all Arris Warrants will be exercisable for New Shares and Cielo Gold Shares in accordance with the corporate reorganization terms of such warrants, whereby the acquisition of one Arris Share under an Arris Warrant will result in the holder of the Arris Warrant receiving one New Share and such number of Cielo Gold Shares equal to the number of New Shares so received multiplied by the Exchange Factor,
 - (ii) pursuant to the Cielo Gold Commitment, Cielo Gold will issue the required number of Cielo Gold Shares upon the exercise of Arris Warrants as is directed by the Company, and
 - (iii) the Company will, as agent for Cielo Gold, collect and pay to Cielo Gold a portion of the proceeds received for each Arris Warrant so exercised, with the balance of the exercise price to be retained by Arris, determined in accordance with the following formula:

$$A = B \times C/D$$
 Where:

- A** is the portion of the proceeds to be received by Cielo Gold for each Arris Warrant exercised after the Effective Date;
- B** is the exercise price of the Arris Warrants;
- C** is the fair market value of the Asset transferred to Cielo Gold under the Arrangement, such fair market value to be determined as at the Effective Date by resolution of the board of directors of the Company; and
- D** is the total fair market value of all of the assets of the Company immediately prior to completion of the Arrangement on the Effective Date, which total fair market value shall include, for greater certainty, the Asset.

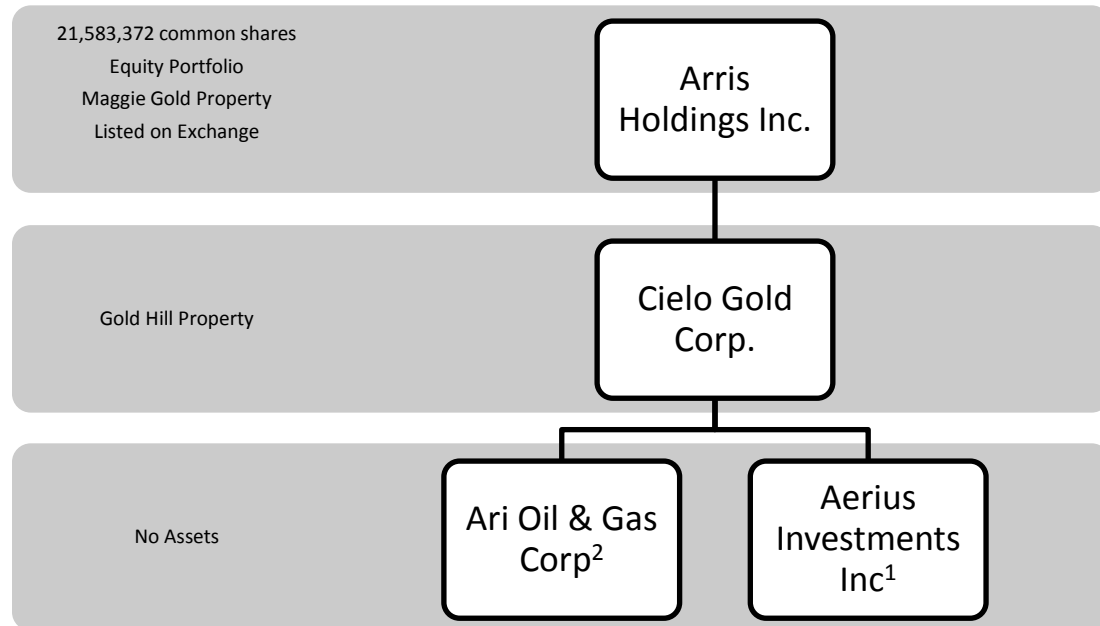
For information concerning the number of outstanding Arris Warrants as at the date hereof, see "ARRIS HOLDINGS AFTER THE ARRANGEMENT".

In addition to the principal steps of the Arrangement occurring in the chronological order set out above, the time of the redemption of the Arris Class B Preferred Shares set out in step (e) above will be deemed to occur immediately upon the listing of the Arris Class B Preferred Shares on the Exchange. Immediately after the time of redemption, the Arris Class B Preferred Shares will be delisted from the Exchange and the New Shares and the Cielo Gold Shares will be listed on the Exchange.

14.5 Effect of the Arrangement

The effect of the Arrangement is summarized in the following diagrams:

Arris before the Arrangement



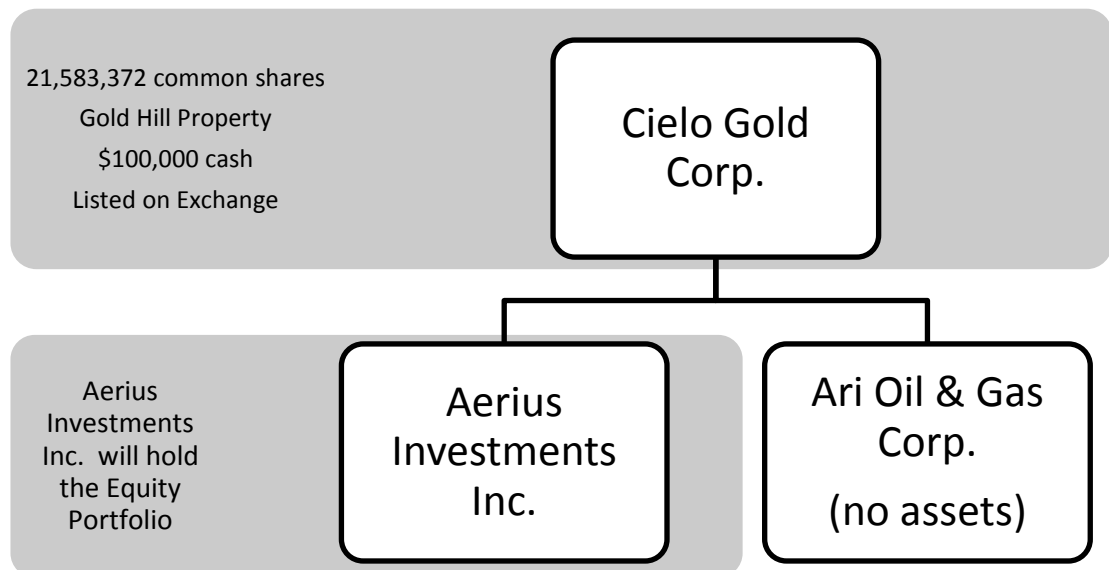
¹ Incorporated under the Act as a subsidiary of Arris Holdings Inc. on September 10, 2010 as Arris Marketwise Inc., name changed to Aeriis Investments Inc. on February 8, 2011 at which time it became a subsidiary of Cielo Gold Corp.

² Incorporated under the Act on March 25, 2011

Arris after the Arrangement



Cielo Gold after the Arrangement



14.6 Authority of the Board

By passing the Arrangement Resolution, the Arris Shareholders will also be giving authority to the Board to use its best judgment to proceed with and cause the Company to complete the Arrangement without any requirement to seek or obtain any further approval of the Arris Shareholders.

The Arrangement Resolution also provides that the Plan of Arrangement may be amended by the Board before or after the Meeting without further notice to Arris Shareholders. The Board has no current intention to amend the Plan of Arrangement, however, it is possible that the Board may determine that it is appropriate that amendments be made.

14.7 Conditions to the Arrangement

The Arrangement Agreement provides that the Arrangement will be subject to the fulfillment of certain conditions, including the following:

1. the Arrangement Agreement must be approved by the Arris Shareholders at the Meeting in the manner referred to under "Shareholder Approval";
2. the Arrangement must be approved by the Court in the manner referred to under "*Court Approval of the Arrangement*";
3. the Exchange must have conditionally accepted the Arrangement, including the listing of the Arris Class A Shares, the listing of the Arris Class B Preferred Shares, the delisting of the Arris Class A Shares, the delisting of the Arris Class B Shares, the listing of the New Shares and the listing of the Cielo Gold Shares all as of the Effective Date, subject to compliance with the requirements of the Exchange;
4. all other consents, orders, regulations and approvals, including regulatory and judicial approvals and orders, required, necessary or desirable for the completion of the Arrangement must have been obtained or received, each in a form acceptable to the Company and Cielo Gold; and
5. the Arrangement Agreement must not have been terminated.

If any of the conditions set out in the Arrangement Agreement are not fulfilled or performed, the Arrangement Agreement may be terminated, or in certain cases the Company or Cielo Gold, as the case may be, may waive the condition in whole or in part. As soon as practicable after the fulfillment of the conditions contained in the Arrangement Agreement, the Board intends to cause a certified copy of the Final Order and articles of arrangement to be filed with the Registrar under the Act, together with such other material as may be required by the Registrar, in order that the Arrangement will become effective.

Management of the Company believes that all material consents, orders, regulations, approvals, or assurances required for the completion of the Arrangement will be obtained in the ordinary course upon application therefore.

14.8 Approval of the Arrangement

Arris Shareholder Approval

In order for the Arrangement to become effective, the Arrangement Resolution must be passed, with or without variation, by a special resolution of at least 66 2/3rds of the eligible votes cast in respect of the Arrangement Resolution by Arris Shareholders present in person or by proxy at the Meeting.

The Board approved the Arrangement and authorized the submission of the Arrangement to the Arris Shareholders and the Court for approval.

The Board has concluded that the Arrangement is in the best interests of the Company and the Arris Shareholders, and recommends that the Arris Shareholders vote FOR the Arrangement Resolution at the Meeting.

In reaching this conclusion, the Board considered the benefits to the Company and the Arris Shareholders, as well as the financial position, opportunities and the outlook for the future potential and operating performance of the Company and Cielo Gold.

Cielo Gold Shareholder Approval

The Company, being the sole shareholder of Cielo Gold, has approved the Arrangement by consent resolution.

Court Approval of the Arrangement

The Arrangement as structured requires the approval of the Court. Prior to the mailing of this Circular, the Company obtained the Interim Order authorizing the calling and holding of the Meeting and providing for certain other procedural matters. The Interim Order is attached as Exhibit "C" to this Circular. Form 17 – Requisition, has been filed applying for a Hearing for the Final Order is attached to the Notice of Meeting at the front of the Circular.

Assuming approval of the Arrangement Resolution by the Arris Shareholders at the Meeting, the hearing for the Final Order is scheduled to take place at 9:45 am (Vancouver time) on May 6, 2011 at the Supreme Court of BC, 800 Smithe Street, Vancouver, British Columbia or at such other date and time as the Court may direct. At this hearing, any security holder, director, auditor or other interested party of the Company who wishes to participate or to be represented or present evidence or argument may do so, subject to filing a response and satisfying certain other requirements.

Be advised that the Court has broad discretion under the Act when making orders in respect of arrangements and that the Court may approve the Arrangement as proposed or as amended in any manner the Court may direct, subject to compliance with such terms and conditions, if any, as the Court thinks appropriate. The Court, in hearing the application for the Final Order, will consider, among other things, the fairness of the terms and conditions of the Arrangement to the Arris Shareholders.

14.9 Proposed Timetable for Arrangement

The anticipated timetable for the completion of the Arrangement and the key dates proposed are as follows:

	Estimated Date
Annual General and Special Meeting	April 28, 2011
Final Court Approval:	May 6, 2011
Share Distribution Record Date:	May 27, 2011
Effective Date:	May 27, 2011
Mailing of Certificates for Cielo Gold Shares:	June 10, 2011

Notice of the actual Share Distribution Record Date and Effective Date will be given to the Arris Shareholders through one or more press releases. The boards of directors of the Company and Cielo Gold, respectively, will determine the Effective Date depending upon satisfaction that all of the conditions to the completion of the Arrangement are satisfied.

14.10 Delivery of Cielo Gold Share Certificates and Certificates for New Shares

After the Share Distribution Record Date, the share certificates representing, on their face, Arris Shares will be deemed to represent only New Shares with no right to receive Cielo Gold Shares. Before the Share Distribution Record Date, the share certificates representing, on their face, Arris Shares, will be deemed under the Plan of Arrangement to represent New Shares and an entitlement to receive Cielo Gold Shares in accordance with the terms of the Arrangement. As soon as practicable after the Effective Date, share certificates representing the appropriate number of Cielo Gold Shares will be sent to all Arris Shareholders of record on the Share Distribution Record Date.

No new share certificates will be issued for the New Shares created under the Arrangement and therefore holders of Arris Shares must retain their certificates as evidence of their ownership of New Shares.

Certificates representing, on their face, Arris Shares will constitute good delivery in connection with the sale of New Shares completed through the facilities of the Exchange after the Effective Date.

14.11 Relationship Between the Company and Cielo Gold after the Arrangement

On completion of the Arrangement, Lucky Janda, a director and officer of the Company, will be a director and officer of Cielo Gold, and, Rana Vig, a director of the Company, will be a director of Cielo Gold and, Thomas Tough, P.Eng., will be a director of Cielo Gold.

14.12 Effect of Arrangement on Outstanding Arris Warrants

As of the date of this Circular there are no Arris Warrants outstanding. However, should the Company issue any warrants prior to the Effective Date, those Arris Warrants which are outstanding on the Effective Date will be exercisable, in accordance with the corporate reorganization provisions of such securities, for New Shares and Cielo Gold Shares on the basis that the holder will receive, upon exercise, a number of New Shares that equals the number of Arris Shares that would have been received upon exercise of the Arris Share Warrants prior to the Effective Date, and a number of Cielo Gold Shares that is equal to the number of New Shares so acquired multiplied by the Exchange Factor. Cielo Gold has agreed, pursuant to the Cielo Gold Commitment, to issue Cielo Gold Shares upon exercise of Arris Warrants and the Company is obligated, as the agent of Cielo Gold, to collect and pay to Cielo Gold a portion of the proceeds received for each Cielo Gold Share so issued. Any entitlement to a fraction of a Cielo Gold Share resulting from the exercise of an Arris Warrant will be cancelled without compensation.

14.13 The Arrangement Resolution

The Board has concluded that the Arrangement is in the best interests of the Company and the Arris Shareholders, and recommends that the Arris Shareholders vote FOR the Arrangement Resolution at the Meeting.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

- 1) the Arrangement Agreement dated March 1, 2011, between the Company and Cielo Gold, attached as Exhibit “B” to the Circular, is hereby approved, ratified and affirmed;
- 2) the Arrangement under Division 5 of Part 9 of the Act, substantially as set forth in the Plan of Arrangement attached as Schedule “C” to the Arrangement Agreement, is hereby approved and authorized;
- 3) notwithstanding that this special resolution has been passed by Arris Shareholders or that the Arrangement has received the approval of the Court, the Board may amend the Arrangement Agreement and/or decide not to proceed with the Arrangement or revoke this special resolution at any time prior to the filing of a certified copy of the court order approving the Arrangement with the Registrar without further approval of the Arris Shareholders; and
- 4) any director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to this special resolution, the execution and delivery of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

Item 15 Resale of New Shares and Cielo Gold Shares

15.1 Exemption from Canadian Prospectus Requirements and Resale Restrictions

The issue of New Shares and Cielo Gold Shares pursuant to the Arrangement will be made pursuant to exemptions from the registration and prospectus requirements contained in applicable provincial securities legislation in Canada. Under applicable provincial securities laws, such New Shares and Cielo Gold Shares may be resold in Canada without hold period restrictions, except that any person, company or combination of persons or companies holding a sufficient number of New Shares or Cielo Gold Shares to affect materially the control of the Company or Cielo Gold, respectively, will be restricted from reselling such shares. In addition, existing hold periods on any Arris Shares in effect on the Effective Date will be carried forward to the New Shares.

The foregoing discussion is only a general overview of the requirements of Canadian securities laws for the resale of the New Shares and the Cielo Gold Shares received upon completion of the Arrangement. All holders of Arris Shares are urged to consult with their own legal counsel to ensure that any resale of their New Shares and Cielo Gold Shares complies with applicable securities legislation.

15.2 Application of United States Securities Laws

The New Shares and the Cielo Gold Shares to be issued to the Arris Shareholders under the Arrangement have not been registered under the U.S. Securities Act, or under the securities laws of any state of the United States, and will be issued to Arris Shareholders resident in the United States in reliance on the exemption from registration set forth

in Section 3(a)(10) of the U.S. Securities Act on the basis of the approval of the Arrangement by the Court, and pursuant to available exemptions from registration under applicable state securities laws. The Court will be advised that the Court's approval, if obtained, will constitute the basis for an exemption from the registration requirements of the U.S. Securities Act.

U.S. Resale Restrictions – Securities Issued to Arris Shareholders

Cielo Gold Shares to be issued to an Arris Shareholder who is an "affiliate" of either the Company or Cielo Gold prior to the Arrangement or will be an "affiliate" of Cielo Gold after the Arrangement will be subject to certain restrictions on resale imposed by the U.S. Securities Act. Pursuant to Rule 144 under the U.S. Securities Act, an "affiliate" of an issuer for the purposes of the U.S. Securities Act is a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such issuer.

The foregoing discussion is only a general overview of certain requirements of United States securities laws applicable to the securities received upon completion of the Arrangement. All holders of securities received in connection with the Arrangement are urged to consult with counsel to ensure that the resale of their securities complies with applicable securities legislation.

Additional Information for U.S. Security Holders

THE SECURITIES ISSUABLE IN CONNECTION WITH THE ARRANGEMENT HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SEC OR SECURITIES REGULATORY AUTHORITIES IN ANY STATE, NOR HAS THE SEC OR THE SECURITIES REGULATORY AUTHORITIES OF ANY STATE PASSED ON THE ADEQUACY OR ACCURACY OF THIS CIRCULAR AND ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

This Circular has been prepared in accordance with the applicable disclosure requirements in Canada. Residents of the United States should be aware that such requirements are different than those of the United States applicable to proxy statements under the U.S. Exchange Act. Likewise, information concerning the Property and operations of the Company and Cielo Gold have been prepared in accordance with Canadian standards, and may not be comparable to similar information for United States companies. In particular, the standards for preparing estimates of Mineral Reserves under Canadian disclosure requirements differ from the requirements of the SEC, and the policies of the SEC normally do not permit disclosure concerning "Mineral Resources" to be included in documents filed with the SEC. See "Notice to United States Shareholders" and "Glossary of Mining Terms".

Financial statements included herein have been prepared in accordance with generally accepted accounting principles and are subject to auditing and auditor independence standards in Canada, and thus may not be comparable to financial statements of United States companies. Arris Shareholders should be aware that the acquisition of the securities described herein may have tax consequences both in the United States and in Canada. See "Income Tax Considerations — Certain U.S. Federal Income Tax Considerations" for certain information concerning United States tax consequences of the Arrangement for investors who are resident in, or citizens of, the United States.

The enforcement by investors of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company and Cielo Gold are incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and any experts named herein may be residents of a foreign country, and that all or a substantial portion of the assets of the Company and Cielo Gold and said persons may be located outside the United States.

15.3 Expenses of Arrangement

Pursuant to the Arrangement Agreement, the costs relating to the Arrangement, including without limitation, financial, advisory, accounting, and legal fees will be borne by the party incurring them. The costs of the Arrangement to the Effective Date will be borne by the Company.

15.4 Certain Canadian Federal Income Tax Considerations

The following summary lays out, to the best of the Company's knowledge, the principal Canadian federal income tax considerations relating to the Arrangement applicable to an Arris Shareholder, and although this summary

provides information based on the best of the Company's knowledge, readers are cautioned that this information is not necessarily exhaustive, (in this summary, a "**Holder**") who, at all material times for purposes of the Tax Act:

- holds all Arris Shares, and will hold all New Shares and Cielo Gold Shares, solely as capital property;
- deals at arm's length with Arris and Cielo Gold;
- is not "affiliated" with the Company or Cielo Gold;
- is not a "financial institution" for the purposes of the mark-to-market rules in the Tax Act; and
- has not acquired Arris Shares on the exercise of an employee stock option.

Arris Shares, New Shares and Cielo Gold Shares generally will be considered to be capital property of the Holder unless the Holder holds the shares in the course of carrying on a business or acquired them in a transaction considered to be an adventure in the nature of trade.

This summary is based on the current provisions of the Tax Act, the regulations thereunder (the "**Regulations**"), and Management's understanding of the current administrative practices and policies of the Canada Revenue Agency (the "**CRA**"). It also takes into account specific proposals to amend the Tax Act and Regulations (the "**Proposed Amendments**") announced by the Minister of Finance (Canada) prior to the date hereof. It is assumed that all Proposed Amendments will be enacted in their present form, and that there will be no other relevant change to any relevant law or administrative practice, although no assurances can be given in these respects. This summary does not take into account any provincial, territorial, or foreign income tax considerations which may differ from the Canadian federal income tax considerations discussed below. An advance income tax ruling will not be sought from the CRA in respect of the Arrangement.

This summary also assumes that at the Effective Date under the Arrangement and all other material times thereafter,

- the Arris Shares and the Arris Class B Preferred Shares will be listed on the Exchange, and
- the paid-up capital of the Arris Class A Shares (the redesignated Arris Shares) as computed for the purposes of the Tax Act will not be less than the fair market value of the Assets to be transferred to Cielo Gold pursuant to the Arrangement,

and is qualified accordingly.

This summary is of a general nature only, and is not exhaustive of all possible Canadian federal income tax considerations. This summary is not intended to be, and should not be construed to be, legal or tax advice to any Arris Shareholder. Accordingly, Arris Shareholders should each consult their own tax and legal advisers for advice as to the income tax consequences of the Arrangement applicable to them in their particular circumstances.

15.5 Holders Resident in Canada

The following portion of the summary is applicable only to Holders (each, in this portion of the summary, a "**Resident Holder**") who are or are deemed to be residents in Canada for the purposes of the Tax Act.

Exchange of Arris Shares for New Shares and Arris Class B Preferred Shares

A Resident Holder whose Arris Class A Shares (the redesignated Arris Shares) are exchanged for New Shares and Arris Class B Preferred Shares pursuant to the Arrangement will not realize any capital gain or loss as a result of the exchange. The Resident Holder will be required to allocate the adjusted cost base ("**ACB**") of the Holder's Arris Shares, determined immediately before the Arrangement, *pro-rata* to the New Shares and Arris Class B Preferred Shares received on the exchange based on the relative fair market values of those New Shares and Arris Class B Preferred Shares immediately after the exchange.

Redemption of Arris Class B Preferred Shares

Pursuant to the Arrangement, the paid-up capital of the Arris Class A Shares immediately before their exchange for New Shares and Arris Class B Preferred Shares will be allocated to the Arris Class B Preferred Shares to be issued on the exchange to the extent of an amount equal to the fair market value of the Cielo Gold Shares to be issued to Arris pursuant to the Arrangement in consideration for the Asset, and the balance of such paid-up capital will be allocated to the New Shares to be issued on the exchange.

The Company expects that the fair market value of the Cielo Gold Shares to be so issued will be materially less than the paid-up capital of the Arris Class A Shares immediately before the exchange, and has made the assumption that this expectation is correct for the purposes of this summary. Accordingly, the Company is not expected to be deemed to have paid, and no Resident Holder is expected to be deemed to have received, a dividend as a result of the distribution of Cielo Gold Shares on the redemption of the Arris Class B Preferred Shares pursuant to the Arrangement.

Each Resident Holder whose Arris Class B Preferred Shares are redeemed for Cielo Gold Shares pursuant to the Arrangement will realize a capital gain (capital loss) equal to the amount, if any, by which the fair market value of the Cielo Gold Shares, less reasonable costs of disposition, exceed (are exceeded by) their ACB immediately before the redemption. Any capital gain or loss so arising will be subject to the usual rules applicable to the taxation of capital gains and losses described below (see "Holders Resident in Canada — Taxation of Capital Gains and Losses").

The cost to a Resident Holder of Cielo Gold Shares acquired on the exchange will be equal to the fair market value of the Cielo Gold Shares at the time of their distribution.

Disposition of New Shares and Cielo Gold Shares

A Resident Holder who disposes of a New Share or Cielo Gold Share will realize a capital gain (capital loss) equal to the amount by which the proceeds of disposition of the share, less reasonable costs of disposition, exceed (are exceeded by) the ACB of the share to the Resident Holder determined immediately before the disposition. Any capital gain or loss so arising will be subject to the usual rules applicable to the taxation of capital gains and losses described below. See "Holders Resident in Canada — Taxation of Capital Gains and Losses".

Taxation of Capital Gains and Losses

A Resident Holder who realizes a capital gain (capital loss) in a taxation year must include one half of the capital gain ("**taxable capital gain**") in income for the year, and may deduct one half of the capital loss ("**allowable capital loss**") against taxable capital gains realized in the year, and to the extent not so deductible, against taxable capital gains arising in any of the three preceding taxation years or any subsequent taxation year.

The amount of any capital loss arising from a disposition or deemed disposition of an Arris Class B Preferred Share, New Share, or Cielo Gold Share by a Resident Holder that is a corporation may, to the extent and under circumstances specified in the Tax Act, be reduced by the amount of certain dividends received or deemed to be received by the corporation on the share. Similar rules may apply if the corporation is a member of a partnership or beneficiary of a trust that owns shares, or where a partnership or trust of which the corporation is a member or beneficiary is a member of a partnership or a beneficiary of a trust that owns shares.

A Resident Holder that is a "Canadian-controlled private corporation" for the purposes of the Tax Act may be required to pay an additional 6⅔% refundable tax in respect of any net taxable capital gain that it realizes on disposition of an Arris Class B Preferred Share, New Share or Cielo Gold Share.

Taxation of Dividends

A Resident Holder who is an individual will be required to include in income any dividend that the Resident Holder receives, or is deemed to receive, on New Shares or Cielo Gold Shares, and will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received from taxable Canadian corporations.

A Resident Holder that is a corporation will be required to include in income any dividend that it receives or is deemed to be received on New Shares or Cielo Gold Shares, and generally will be entitled to deduct an equivalent

amount in computing its taxable income. A "private corporation" (as defined in the Tax Act) or any other corporation controlled or deemed to be controlled by or for the benefit of an individual or a related group of individuals may be liable under Part IV of the Tax Act to pay a refundable tax of 33⅓% on any dividend that it receives or is deemed to be received on New Shares or Cielo Gold Shares to the extent that such dividends are deductible in computing the corporation's taxable income. Any such Part IV tax will be refundable to it at the rate of \$1 for every \$3 of taxable dividends that it pays on its shares.

Alternative Minimum Tax on Individuals

A capital gain realized, or deemed to be realized, by a Resident Holder who is an individual (including certain trusts and estates) may give rise to liability to alternative minimum tax under the Tax Act.

Dissenting Resident Holders

A Resident Holder who validly exercises Dissent Rights (a "**Resident Dissenter**") and consequently is paid the fair value for the Resident Dissenter's Arris Shares in accordance with the Arrangement will be deemed to have received a dividend equal to the amount, if any, by which the payment exceeds the paid-up capital of the Resident Dissenter's Arris Shares. Any such deemed dividend will be subject to tax as discussed above under "Holders Resident in Canada — Taxation of Dividends". The Resident Dissenter will also realize a capital gain (capital loss) equal to the amount, if any, by which the payment, less the deemed dividend (if any) and less reasonable costs of disposition, exceeds (is exceeded by) the ACB of the shares. The Resident Dissenter will be required to include any resulting taxable capital in income, and to deduct any resulting allowable capital loss, in accordance with the usual rules applicable to capital gains and losses. See "Holders Resident in Canada – Taxation of Capital Gains and Losses."

The Resident Dissenter must also include in income any interest awarded by a court to the Resident Dissenter.

Eligibility for Investment

Arris Class B Preferred Shares and New Shares will be qualified investments under the Tax Act for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, and registered education savings plans ("**Registered Plans**") at any particular time provided that, at that time, either the shares are listed on a "prescribed stock exchange" or Arris is a "public corporation" as defined for the purposes of the Tax Act.

Cielo Gold Shares will be qualified investments under the Tax Act for Registered Plans at any particular time provided that, at that time, either the Cielo Gold Shares are listed on a "prescribed stock exchange" or Cielo Gold is a "public corporation" as so defined.

The Company expects that the Arris Class B Preferred Shares, New Shares and Cielo Gold Shares will be listed on the Exchange, which is a prescribed stock exchange, at the Effective Date under the Arrangement. On March 19, 2007, the Government of Canada eliminated the concept of "prescribed stock exchange" for these purposes and replaced it with the concept of "designated stock exchange". The amendment, which provides that the list of designated stock exchanges includes all of the former prescribed stock exchanges, became effective on December 14, 2007.

15.6 Holders Not Resident in Canada

The following portion of this summary is applicable only to Holders (each in this portion of the summary a "**Non-resident Holder**") who:

- have not been, are not, and will not be resident or deemed to be resident in Canada for purposes of the Tax Act, and
- do not and will not, and are not and will not be deemed to, use or hold Arris Shares, New Shares, Arris Class B Preferred Shares, or Cielo Gold Shares in connection with carrying on a business in Canada, and

- whose Arris Class A Shares (the redesignated Arris Shares), Arris Class B Preferred Shares, New Shares and Cielo Gold Shares will not at the Effective Date under the Arrangement, or at any material time thereafter, constitute "taxable Canadian property" for the purposes of the Tax Act.

Generally, an Arris Class A Share, Arris Class B Preferred Share, New Share, or Cielo Gold Share, as applicable, owned by a Non-resident Holder will not be taxable Canadian property of the Non-resident Holder at a particular time provided that, at that time, (i) the share is listed on a prescribed stock exchange (which includes the Exchange), (ii) neither the Non-resident Holder nor persons with whom the Non-resident Holder does not deal at arm's length alone or in any combination has owned 25% or more of the shares of any class or series in the capital of the issuing corporation within the previous five years, and (iii) the share was not acquired in a transaction as a result of which it was deemed to be taxable Canadian property of the Non-resident Holder. On March 19, 2007, the Government of Canada eliminated the concept of "prescribed stock exchange" for these purposes and replaced it with the concept of "designated stock exchange." The amendment, which provides that the list of designated stock exchanges includes all of the former prescribed stock exchanges, became effective on December 14, 2007.

Special rules, which are not discussed in this summary, may apply to a Non-resident Holder that is an insurer carrying on business in Canada.

Capital Gains and Capital Losses on Share Exchanges and Subsequent Dispositions of Shares

A Non-resident Holder who participates in the Arrangement will not be subject to tax under the Tax Act on any capital gain realized on the exchange of Arris Class A Shares (the redesignated Arris Shares) for New Shares and Arris Class B Preferred Shares, nor on the redemption of Arris Class B Preferred Shares in consideration for Cielo Gold Shares.

Similarly, any capital gain realized by a Non-resident Holder on the subsequent disposition or deemed disposition of a New Share or Cielo Gold Share acquired pursuant to the Arrangement will not be subject to tax under the Tax Act, provided either that the shares do not constitute taxable Canadian property of the Non-resident Holder at the time of disposition, or an applicable income tax treaty exempts the capital gain from tax under the Tax Act.

Non-resident Holders will be exempt from the reporting and withholding obligations of §116 of the Tax Act in respect of the disposition of Arris Class A Shares and Arris Class B Preferred Shares pursuant to the Arrangement.

Deemed Dividends on the Redemption of Arris Class B Preferred Shares

For the reasons set above under "Holders Resident in Canada — Redemption of Arris Class B Preferred Shares", the Company expects that no Non-Resident Holder will be deemed to have received a dividend on the redemption of Arris Class B Preferred Shares for Cielo Gold Shares.

Taxation of Dividends

A Non-resident Holder to whom a dividend on a New Share or Cielo Gold Share is or is deemed to be paid, or credited, will be subject to Canadian withholding tax under the Tax Act at the rate of 25% of the gross amount of the dividend, unless reduced by an applicable income tax treaty, if any.

Dissenting Non-resident Holders

A Non-resident Holder who validly exercises Dissent Rights (a "**Non-resident Dissenter**") and consequently is paid the fair value for the Non-resident Dissenter's Arris Shares in accordance with the Arrangement, will be deemed to have received a dividend equal to the amount, if any, by which the payment exceeds the paid-up capital of the Non-resident Dissenter's Arris Shares. Any such deemed dividend will be subject to tax as discussed above under "Holders Not Resident in Canada — Taxation of Dividends". The Non-resident Dissenter will not be subject to tax under the Tax Act on any capital gain that may arise in respect of the resulting disposition of the Arris Shares.

The Non-resident Holder will also be subject to Canadian withholding tax on that portion of any such payment that is on account of interest at the rate of 25%, unless reduced by an applicable income tax treaty, if any.

15.7 Certain U.S. Federal Income Tax Considerations

Transactions Addressed

The following discussion is a summary of the anticipated material U.S. federal income tax considerations arising from and related to the Distribution (as defined below) that are generally applicable to U.S. Holders (as defined below) of Arris Shares. The following discussion of the anticipated material U.S. federal income tax considerations arising from and related to the Distribution is for general information only, and does not purport to be a complete analysis or description of all U.S. federal income tax consequences that may apply to a U.S. Holder of Arris Shares as a result of the Distribution.

U.S. Holders of Arris Shares are urged to consult their own tax advisors regarding the particular tax consequences of the Distribution, including the application and effect of U.S. federal, state, local and other tax laws.

Notice Pursuant to IRS Circular 230: Anything contained in this summary concerning any U.S. federal tax issue is not intended or written to be used, and it cannot be used by a U.S. Holder, for the purpose of avoiding U.S. federal tax penalties under the Code (as defined below). This summary was written to support the promotion or marketing of the transactions or matters addressed by this Circular (including the Arrangement). Each U.S. Holder should seek U.S. federal tax advice, based on such U.S. Holder's particular circumstances, from an independent tax advisor.

Authorities

This summary is based on the U.S. Internal Revenue Code of 1986, as amended (the "**Code**"), the Treasury Regulations (proposed, temporary and final) issued under the Code, the Convention Between Canada and the United States of America with Respect to Taxes on Income and on Capital, signed September 26, 1980, as amended (the "**Canada-U.S. Tax Convention**") and judicial and administrative interpretations of the Code and Treasury Regulations, in each case as in effect and available as of the date of this Circular. However, the Code, Treasury Regulations and judicial and administrative interpretations thereof may change at any time, and any such change could be retroactive to the date of this Circular. The Code, Treasury Regulations and judicial and administrative interpretations thereof are also subject to various interpretations, and the U.S. Internal Revenue Service (the "**IRS**") or the U.S. courts could disagree with the explanations or conclusions contained in this summary. This summary does not consider the potential effects, whether adverse and beneficial, of any proposed legislation that, if enacted, could be applied, possibly on a retroactive basis, at any time.

U.S. Holder

For purposes of this summary, a "**U.S. Holder**" is a beneficial owner of Arris Shares that, for U.S. federal income tax purposes, is (a) a citizen or individual resident of the U.S., (b) a corporation created or organized in or under the laws of the U.S. or of any political subdivision thereof, (c) an estate whose income is taxable in the U.S. irrespective of source or (d) a trust subject to the primary supervision of a court within the U.S. and control of a U.S. fiduciary as described Section 7701(a)(30) of the Code. If a partnership or other "pass-through" entity holds Arris Shares, the U.S. federal income tax treatment of the partners or owners of such partnership or other "pass-through" entity generally will depend on the status of such partners or owners and the activities of such partnership or "pass-through" entity.

Non-U.S. Holders

A "**non-U.S. Holder**" is a beneficial owner of Arris Shares other than a U.S. Holder. This summary does not address the U.S. federal income tax consequences arising from or related to the Arrangement (as hereinafter defined) with respect to non-U.S. Holders of Arris Shares.

Non-U.S. Holders of Arris Shares are urged to consult their own tax advisors regarding the U.S. federal income tax consequences of the Distribution.

Transactions Not Addressed

This summary does not address the U.S. federal income tax consequences of transactions effectuated prior or subsequent to, or concurrently with, the Distribution (whether or not any such transactions are undertaken in connection with the Distribution), including, without limitation, the following transactions:

- any exercise of any stock option, warrant or other right to acquire Arris Shares;
- any assumption by Cielo Gold of Arris stock options or Arris warrants;
- any conversion of any Arris notes, debentures or other debt instruments into Arris Shares;
- any transaction in which Arris Shares are acquired (other than pursuant to the Distribution); or
- any transaction in which Cielo Gold Shares are disposed of.

Persons Not Addressed

This summary does not address the U.S. federal income tax consequences arising from and related to the Distribution with respect to the following persons (including persons that are U.S. holders):

- the Company or Cielo Gold;
- persons that may be subject to special U.S. federal income tax treatment, such as persons who are tax-exempt organizations, qualified retirement plans, individual retirement accounts and other tax-deferred accounts, financial institutions, insurance companies, real estate investment trusts, regulated investment companies or brokers or dealers in securities;
- persons that acquired Arris Shares pursuant to the exercise of employee stock options or rights, or otherwise as compensation for services;
- persons having a functional currency for U.S. federal income tax purposes other than the U.S. dollar;
- persons that hold Arris Shares as part of a position in a straddle or as part of a hedging or conversion transaction;
- persons subject to the alternative minimum tax provisions of the Code;
- persons that own, directly or indirectly (including through the application of ownership attribution rules under the Code), 10% or more of the Arris Shares;
- U.S. expatriate or other former long-term resident of the United States;
- persons that are partners or owners of partnerships or other "pass-through" entities; or
- persons who own their Arris Shares other than as a capital asset, as defined in the Code.

Such persons are urged to consult their own tax advisors regarding the U.S. federal income tax consequences of the Distribution, including the application of any special U.S. federal income tax rules in light of their particular circumstances.

State and Local Taxes, Foreign Jurisdictions Not Addressed

This summary does not address U.S. state or local tax consequences, or tax consequences in jurisdictions other than the U.S., arising from or related to the Distribution.

Each U.S. Holder is urged to consult their own tax advisor regarding the U.S. state and local tax consequences, and the tax consequences in jurisdictions other than the U.S., of the Distribution.

Particular Circumstance of any Particular U.S. Holder Not Addressed

This summary does not take into account the particular facts and circumstances with respect to U.S. federal income tax issues of any particular U.S. Holder.

Each U.S. Holder is urged to consult their own tax advisor regarding the U.S. federal income tax consequences of the Distribution in light of their particular circumstances.

15.8 Distribution of Cielo Gold Shares

This summary assumes that the series of transactions undertaken pursuant to the Arrangement involving (a) the renaming and redesignation of the Arris Shares as Arris Class A Shares, (b) the exchange of each issued and outstanding Arris Class A Share for one New Share and one Arris Class B Preferred Share, (c) the redemption by the Company of each issued and outstanding Arris Class B Preferred Share for a *pro-rata* number of Cielo Gold Shares and (d) the cancellation of each Arris Class A Share and each Arris Class B Preferred Share (collectively the "**Distribution**") will be treated by the IRS, under the step-transaction doctrine or otherwise, as if (i) the Company directly distributed the Cielo Gold Shares to the holders of the Arris Shares and (ii) the intervening steps of the Distribution (including those steps of the Distribution described in the preceding sentence) did not occur. However, because the Distribution will be effected under the applicable provisions of Canadian law that are technically different from analogous provisions of U.S. corporate law, there can be no assurances that the IRS or a U.S. court would not take a contrary view of the Distribution. In particular, it is possible that the IRS could analyze the various steps of the Distribution described above separately and independently, and could determine the U.S. federal income tax consequences of the various steps of the Distribution on such a separate and independent basis.

Assuming that the Distribution is treated for U.S. federal income tax purposes in the manner described in the paragraph immediately above, subject to the passive foreign investment company ("**PFIC**") rules discussed below, the Distribution will result in the following U.S. federal income tax consequences to U.S. Holders:

- U.S. Holders will be required to include in gross income as a dividend for U.S. federal income tax purposes the fair market value of the Cielo Gold Shares received, determined as of the date of the Distribution, to the extent that the Company has current or accumulated "earnings and profits" as calculated for U.S. federal income tax purposes (without reduction for any Canadian income tax withheld). Dividend income recognized by a U.S. Holder as a result of the Distribution generally will be treated as "foreign source" income for purposes of applying the U.S. foreign tax credit rules. See "Foreign Tax Credit" below. A dividend resulting from the Distribution generally will be taxed at the preferential tax rates applicable to long-term capital gains if (a) the Company is a "qualified foreign corporation" (as defined below), (b) the U.S. Holder receiving such dividend is an individual, estate, or trust, and (c) such dividend is paid on Arris Shares that have been held by such U.S. Holder for at least 61 days during the 121-day period beginning 60 days before the "ex-dividend date." The Company generally will be a "qualified foreign corporation" under Section 1(h)(11) of the Code (a "**QFC**") if (a) the Company is eligible for the benefits of the Canada-U.S. Tax Convention, or (b) the Arris Shares are readily tradable on an established securities market in the U.S. However, even if the Company satisfies one or more of such requirements, the Company will not be treated as a QFC if the Company is a PFIC for the tax year during which the Distribution occurs or for the preceding tax year. As discussed below, the Company anticipates that it will qualify as a PFIC for the tax year that includes the date of the Distribution. Accordingly, the Company anticipates that it will not be a QFC. Assuming that the Company is not a QFC, a dividend resulting from the Distribution to a U.S. Holder, including a U.S. Holder that is an individual, estate, or trust, generally will be taxed at ordinary income tax rates (and not at the preferential tax rates applicable to long-term capital gains). **The dividend rules are complex, and each U.S. Holder is urged to consult its own tax advisor regarding the application and effect of the dividend rules.**
- To the extent that the fair market value of the Cielo Gold Shares received, determined as of the date of the Distribution, exceeds current and accumulated "earnings and profits" of the Company, such excess will be treated (a) first as a return of capital, up to the U.S. Holder's adjusted tax basis in the Arris Shares (which will reduce a U.S. Holder's tax basis in such Arris Shares), and (b) thereafter, as gain from the sale or exchange of Arris Shares. Preferential tax rates for long-term capital gains are applicable to a U.S. Holder that is an individual, estate or trust. There are currently no preferential tax rates for long-term capital gains for a U.S. Holder that is a corporation (other than an S Corporation). Deductions for capital losses are subject to significant

limitations. Capital gain recognized by a U.S. Holder as a result of the Distribution generally will be treated as "U.S. source" gain for purposes of applying the U.S. foreign tax credit rules. See "Foreign Tax Credit" below.

- A U.S. Holder's initial tax basis in the Cielo Gold Shares received in the Distribution will be equal to the fair market value of such Cielo Gold Shares, determined on the date of the Distribution.
- A U.S. Holder's holding period for the Cielo Gold Shares received by a U.S. Holder will begin on the day after receipt.

15.9 PFIC Rules

Definition of a PFIC

Section 1297 of the Code defines a PFIC as a corporation that is not formed in the U.S. and, for any taxable year, either (a) 75% or more of its gross income is "passive income" or (b) the average percentage, by fair market value (or, if the corporation is not publicly traded and either is a controlled foreign corporation or makes an election, by adjusted tax basis), of its assets that produce or are held for the production of "passive income" is 50% or more. "Passive income" includes, for example, dividends, interest, certain rents and royalties, certain gains from the sale of stock and securities and certain gains from commodities transactions.

For purposes of the PFIC income test and asset test described above, if the corporation owns, directly or indirectly, 25% or more of the total value of the outstanding shares of another foreign corporation, such corporation will be treated as if it (a) held a proportionate share of the assets of such other foreign corporation and (b) received directly a proportionate share of the income of such other foreign corporation. In addition, for purposes of the PFIC income test and asset test described above, "passive income" does not include any interest, dividends, rents, or royalties that are received or accrued by the corporation from a "related person" (as defined in Section 954(d)(3) of the Code), to the extent such items are properly allocable to the income of such related person that is not passive income.

PFIC Status of the Company

Based on the Company's current and projected income, assets and activities, the Company anticipates that it will qualify as a PFIC for the tax year that includes the date of the Distribution. In addition, the Company believes that it qualified as a PFIC for its most recent tax year ended on or prior to the date of the Distribution and in previous tax years. The determination of whether the Company will be a PFIC for a taxable year depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. In addition, whether the Company will be a PFIC for the taxable year that includes the date of the Distribution depends on the assets and income of the Company over the course of such taxable year and, as a result, cannot be predicted with certainty as of the date of this Circular. However, there can be no assurances that the Company's determination regarding its past, current or anticipated PFIC status will not be challenged by the IRS.

15.10 Impact of PFIC Rules on U.S. Holders in the Distribution

QEF Election

The impact of the PFIC rules on a U.S. Holder in the Distribution will depend on whether the U.S. Holder has made a timely and effective election to treat the Company as a qualified electing fund under Section 1295 of the Code (a "**QEF Election**") for the tax year that is the first year in the U.S. Holder's holding period of the Arris Shares during which the Company qualified as a PFIC. A U.S. Holder of the Company who made such a QEF Election will be referred to in this summary as an "**Electing Shareholder**" and a U.S. Holder of the Company who did not make such a QEF Election will be referred to in this summary as a "**Non-Electing Shareholder**". The impact of the PFIC rules on a U.S. Holder in the Distribution may also depend on whether the U.S. Holder has made a mark to market election under Section 1296 of the Code. See "Mark-to-Market Election" below.

If a U.S. Holder has not made a timely and effective QEF Election with respect to the first year in the U.S. Holder's holding period in which the Company qualified as a PFIC, such U.S. Holder may qualify as an Electing Shareholder by filing on a timely filed U.S. income tax return (including extensions) a QEF Election and a "deemed sale election" to recognize, under the rules of Section 1291 of the Code, any gain that the U.S. Holder would otherwise

recognize if the U.S. Holder sold his or her stock on the "qualification date". The qualification date is the first day of the Company's tax year in which the Company qualified as a "qualified electing fund" with respect to such U.S. Holder. The deemed sale election can only be made if such U.S. Holder held Arris Shares on the qualification date. By timely making such QEF and deemed sale elections, the U.S. Holder will be deemed to have made a timely QEF Election. In addition to the above rules, under very limited circumstances, a U.S. Holder may make a retroactive QEF Election if such U.S. Holder failed to file the QEF Election documents in a timely manner.

If a U.S. Holder has made a QEF Election with respect to the Company, then the Company would have to annually provide such U.S. Holder with certain information concerning the Company's income and gain, calculated in accordance with the Code, and also would have to comply with certain record-keeping requirements imposed on a QEF in order for such U.S. Holder to satisfy the QEF reporting rules. The Company has not provided its U.S. Holders with such QEF information in prior tax years and does not intend to provide such QEF information in the current tax year.

U.S. Holders are urged to contact their own tax advisors regarding the advisability of and procedure for making the QEF election, and the U.S. federal income tax consequences of making the QEF election.

Mark-to-Market Election

U.S. Holders who hold, actually or constructively, "marketable stock" (as specifically defined in the Treasury Regulations) of a foreign corporation that qualifies as a PFIC may annually elect to mark such stock to the market (a "**Mark-to-Market Election**"). If a Mark-to-Market Election is made, a U.S. Holder generally will not be subject to the special taxation rules of Section 1291 of the Code discussed below. However, if the Mark-to-Market Election is made by a Non-Electing Shareholder after the beginning of the holding period for the Arris Shares during a time in which the Company qualified as a PFIC, then the Section 1291 rules discussed below will apply to certain dispositions of distributions on and other amounts taxable with respect to such Arris Shares.

U.S. Holders are urged to contact their own tax advisors regarding the advisability of and procedure for making the Mark-to-Market Election, and the U.S. federal income tax consequences of making the Mark-to-Market Election.

15.11 Taxation of Distribution under PFIC Rules

With respect to a Non-Electing Shareholder, special rules under Section 1291 of the Code will apply to gains recognized by a Non-Electing Shareholder on disposition of the Arris Shares and to "excess distributions" (generally, distributions received in the current tax year that are in excess of 125% of the average distributions received during the three preceding years or, if shorter, the U.S. Holder's holding period for the Arris Shares) received by such Non-Electing Shareholder from the Company. A Non-Electing U.S. Holder generally would be required to pro-rate all such gains and "excess distributions" over the entire holding period for such Arris Shares. The portion of the gain or excess distribution allocated to prior years in such Non-Electing Shareholder's holding period for such Arris Shares (other than years prior to the first taxable year of the Company during such Non-Electing Shareholder's holding period and beginning after January 1, 1987 for which the Company qualified as a PFIC) will be taxed at the highest tax rate applicable to ordinary income for each such prior year. The Non-Electing Shareholder also will be liable for interest on the resulting tax liability for each such prior year, calculated as if such tax liability had been due with respect to each such prior year. A Non-Electing Shareholder that is not a Corporation must treat this interest charge as "personal interest" which is wholly non-deductible. The portion of the gain or excess distribution allocated to the current tax year will be treated as ordinary income in the year of the disposition or "excess distribution," and no interest charge will be owed with respect to the resulting tax liability.

If and to the extent that the Distribution of the Cielo Gold Shares constitutes an "excess distribution" under the PFIC rules with respect to a Non-Electing Shareholder, such Non-Electing Shareholder will be subject to the foregoing tax rules with respect to the receipt of the Cielo Gold Shares in the Distribution. In addition, the Distribution of the Cielo Gold Shares pursuant to the Arrangement may be treated, under proposed Treasury Regulations, as the "indirect disposition" by a Non-Electing Shareholder of such Non-Electing Shareholder's indirect interest in Cielo Gold, which generally would be subject to the rules of Section 1291 of the Code discussed above.

Electing Shareholders generally will not be subject to the special taxation rules of Section 1291 applicable to "excess distributions" with respect to the Distribution. See "QEF Election" above. Also, as discussed above, a U.S. Holder who makes a Mark-to-Market Election with respect to Arris Shares held, generally will not be subject to the special taxation rules of Section 1291 applicable to "excess distributions" with respect to the Distribution. However, if the Mark-to-Market Election is made by a Non-Electing Shareholder after the beginning of the holding period for the Arris Shares during a time in which the Company qualified as a PFIC, then the Section 1291 rules may continue to apply to the Distribution. See "Mark-to-Market Election" above.

15.12 Lack of Guidance

The PFIC rules are complex and subject to interpretation. The implementation of certain aspects of the PFIC rules requires the issuance of Treasury Regulations that, in many instances, have not been promulgated and that may have retroactive effect when promulgated. There can be no assurance that any of these proposals will be enacted or promulgated, and if so, the form they will take or the effect that they may have on this summary.

Accordingly, and due to the complexity of the PFIC rules, U.S. Holders are urged to consult their own tax advisors concerning the impact of the PFIC rules on the Distribution, including, without limitation, whether a QEF Election or Mark-to-Market Election may be used to reduce the significant adverse U.S. federal income tax consequences of the PFIC rules.

15.13 Dissenting U.S. Holders

Subject to the PFIC rules discussed above, a U.S. Holder who exercises the right to dissent from the Distribution and receives cash in payment for all of such U.S. Holder's Arris Shares will recognize gain or loss in an amount equal to the difference, if any, between (a) the amount of cash received (other than amounts, if any, which are or are deemed to be interest for U.S. federal income tax purposes, which amounts will be taxed as ordinary income) and (b) such U.S. Holder's adjusted tax basis in its Arris Shares. Subject to the PFIC rules discussed above, such gain or loss generally will be capital gain or loss, and will be long-term capital gain or loss if the U.S. Holder's holding period for such Arris Shares is in excess of one year at the time of the Distribution.

Preferential tax rates for long-term capital gains are applicable to a U.S. Holder that is an individual, estate or trust. There are currently no preferential tax rates for long-term capital gains for a U.S. Holder that is a corporation (other than an S Corporation). Deductions for capital losses are subject to significant limitations. Capital gains recognized by a U.S. Holder as a result of exercising the right to dissent from the Distribution generally will be treated as "U.S. source" gains for purposes of applying the U.S. foreign tax credit rules. See "Foreign Tax Credit" below.

15.14 Currency Gains

The fair market value of any Canadian currency received by a U.S. Holder in the Distribution generally will be based on the rate of exchange on the date of the Distribution. A subsequent disposition of any Canadian currency received (including its conversion into U.S. currency) generally will give rise to gain or loss, treated as ordinary income or loss. **U.S. Holders are urged to consult their own tax advisors concerning the U.S. federal income tax consequences of acquiring, holding and disposing of Canadian dollars.**

15.15 Foreign Tax Credit

A U.S. Holder who pays (or has withheld) Canadian income tax with respect to the Distribution may be entitled, at the option of the U.S. Holder, to either receive a deduction or a tax credit for U.S. federal income tax purposes with respect to such foreign tax paid or withheld. Generally, it will be more advantageous to claim a credit because a credit reduces U.S. federal income taxes on a dollar-for-dollar basis, while a deduction merely reduces the taxpayer's income subject to U.S. federal income tax. This election is made on a year-by-year basis and applies to all foreign taxes paid by (or withheld from distributions to) the U.S. Holder during that year. There are significant and complex limitations that apply to the foreign tax credit, among which is the general limitation that the credit cannot exceed the proportionate share of the U.S. Holder's U.S. income tax liability that the U.S. Holder's "foreign source" income bears to his or its worldwide taxable income. In applying this limitation, the various items of income and deduction must be classified as either "foreign source" or "U.S. source". Complex rules govern this classification process. In addition, this limitation is calculated separately with respect to specific classes of income.

U.S. Holders who pay (or have withheld) Canadian income tax with respect to the Distribution are urged to consult their own tax advisors regarding the foreign tax credit rules and the potential benefits of the Canada–U.S. Tax Convention.

15.16 No Ruling or Legal Opinion

No opinion of legal counsel and no ruling from the IRS concerning the U.S. federal income tax consequences of the Distribution has been obtained or will be requested. This summary is not binding on the IRS and the IRS is not precluded from taking a different position or positions. U.S. Holders should be aware that some of the U.S. federal income tax consequences of the Distribution are governed by provisions of the Code as to which there are no final Treasury Regulations and little or no judicial or administrative guidance.

15.17 Backup Withholding Tax and Information Reporting Requirements

Payments to certain U.S. Holders of dividends made on, or the proceeds of the sale or other disposition of, the Arris Shares may be subject to information reporting and U.S. federal backup withholding tax at the rate of 28% (subject to periodic adjustment) if the U.S. Holder fails to supply an accurate taxpayer identification number or otherwise fails to comply with applicable U.S. information reporting or certification requirements (typically provided on IRS Form W-9). Any amount withheld from a payment to a U.S. Holder under the backup withholding rules is allowable as a credit against the U.S. Holder's U.S. federal income tax, provided that the required information is furnished to the IRS. **U.S. Holders are urged to consult their own tax advisors concerning the backup withholding tax rules and compliance with applicable certification requirements.**

ARRIS HOLDINGS INC. AFTER THE ARRANGEMENT

Item 16 Corporate Structure

16.1 Name and Exchange Listing

Upon completion of the Arrangement, the Company will continue to carry on its business under the name "Arris Holdings Inc." and the New Shares will be listed on the Exchange. Share certificates for Arris Shares will represent New Shares.

16.2 Intercorporate Relationships

A diagram showing the resulting intercorporate relationships of the Company after the Arrangement can be found at Item 13.5 – Effect of the Arrangement.

Item 17 Narrative Description of the Business

17.1 Business Overview

Following the Arrangement Arris Holdings Inc. will continue to be a public company and will hold the Maggie Gold mineral property as its primary asset, having transferred the Equity Portfolio to its subsidiary Cielo Gold. As such, Arris Holdings intends to pursue an exploration program on the Maggie Gold Property.

The Company's principal sources of funds are its available cash resources and financing through equity markets. The economic downturn of the last two years has created uncertainty as to the Company's ability to fund its ongoing operations. The current economic outlook is more promising and the Company wishes to increase shareholder value by offering this opportunity to its shareholders to acquire shares in a new mining company, Cielo Gold Corp., through this Plan of Arrangement. Cielo Gold will then be able to take advantage of any economic improvements to raise its own capital and fund its own operations.

17.2 Maggie Gold Property

On March 21, 2011 Arris acquired the Maggie Gold Property located southeast of Squamish, BC from Choice Gold Corp. (formerly CLI Resources Inc.). In the next twelve months Arris intends to initiate a first phase of the recommended work program on the Maggie Gold Property aimed at exploiting its small-tonnage, high-grade gold-silver potential. The NI43-101 Technical Report by Jacques Houle, P.Eng. describes the property in detail and explains in full the proposed work program and is available under the Company's profile at www.sedar.com.

Item 18 Description of Arris Securities

The authorized share capital of the Company consists of an unlimited number of Arris Shares, of which 21,573,372 were issued and outstanding as at March 4, 2011.

Arris Shareholders are entitled to receive notice of any meeting of Arris Shareholders and to attend and vote thereat, except those meetings at which only the holders of shares of another class or of a particular series are entitled to vote. Each Arris Share entitles its holder to one vote at meetings at which they are entitled to attend and vote. The holders of Arris Shares are entitled to receive, on a *pro-rata* basis, such dividends as the Board may declare out of funds legally available for the payment of dividends. On the dissolution, liquidation, winding-up or other distribution of the assets of the Company, Arris Shareholders are entitled to receive on a *pro-rata* basis all of the assets of the Company remaining after payment of all of the Company's liabilities and subject to the prior rights attached to any preferred shares of Arris to receive a return of capital and unpaid dividends. The Arris Shares carry no preemptive or conversion rights.

The Board may issue Class B Preferred shares (the "Preferred Shares") from time to time in one or more series with each series to consist of such number of Preferred Shares as may be determined by the Board. Before the issue of a series of Preferred Shares, the Board may, at its sole discretion, determine the designation, rights, privileges, restrictions and conditions attaching to the series of preferred shares.

Item 19 Pro Forma Unaudited Consolidated Financial Information of the Company

19.1 Selected Pro Forma Information

The following selected unaudited *pro-forma* consolidated financial information for the Company is based on the assumptions described in the respective notes to the Company's unaudited *pro-forma* consolidated balance sheet as at September 30, 2010, attached to this Circular as Exhibit "E". This unaudited *pro-forma* consolidated balance sheet has been prepared based on the assumption, among other things, that the Arrangement, the Private Placement (as hereinafter defined) had occurred on September 30, 2010. The *pro-forma* consolidated balance sheet has been derived from the audited consolidated balance sheet of the Company as at September 30, 2010, giving effect to the Arrangement. The *pro-forma* consolidated balance sheet is not intended to reflect the financial position that would have resulted if the events reflected therein had occurred on the dates indicated. In addition, the *pro-forma* consolidated balance sheet is not necessarily indicative of the financial position that may be attained in the future. The *pro-forma* consolidated balance sheet should be read in conjunction with the Company's audited September 30, 2010 annual financial statements which are appended to this Circular as Exhibit "G".

	Pro-forma as at September 30, 2010 on completion of the Arrangement (CAD)
	(unaudited)
Cash and cash equivalents	\$ 94,557
Note Receivable	50,736
Due from Cielo Gold	5,000
HST receivable	4,936
Total assets	\$ 155,229
Current liabilities	40,177
Shareholders' equity	651,740
Deficit	(536,688)
Total liabilities and shareholders' equity	\$ 155,229

19.2 The Company's Year-End Audited Financial Statements

The Company's audited financial statements for the year ended September 30, 2010 are attached hereto as EXHIBIT "G".

Item 20 Available Funds and Principal Purposes

20.1 Funds Available

The estimated unaudited *pro-forma* working capital of Arris at September 30, 2010 is \$94,557, such funds to be a combination of funds available as at the date of the Arrangement and raised through the Financing described in Item ♦ which will be available upon completion of the Arrangement (the "**Available Funds**").

20.2 Principal Purpose of Funds

Use of Available Funds

Assuming completion of the Arrangement, Arris will use the Available Funds, as follows:

Use of Available Funds	
To fund general and administrative expenses for 12 months ⁽¹⁾	\$49,200
To provide working capital	45,000
Total	\$94,200

- (1) The funds available will be sufficient to meet Arris' administration costs for the next 12 months. See "Administration Expenses".

Arris currently intends to spend the Available Funds as set out above. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. Arris will only redirect funds to any other property on the basis of a recommendation from a professional geologist or engineer.

Administrative Expenses

The following table discloses the estimated aggregate monthly and yearly, general and administrative expenses that will be incurred by Arris:

Type of Administrative Expense	Monthly Estimated Expenditure	12-Month Estimated Expenditure
Rent and office services.....	\$ 1,500	\$ 18,000
Professional fees ⁽¹⁾	\$ 1,500	\$ 18,000
Regulatory Filing Fees	\$ 1,100	\$13,200
Total.....	\$ 4,100	\$ 49,200

(1) Legal, paralegal, audit and accounting.

20.3 Dividends

It is anticipated that Arris will retain all future earnings and other cash resources for the future operation and development of its business, and accordingly, do not intend to declare or pay any cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of Arris' board of directors after taking into account many factors including operating results, financial condition and current and anticipated cash needs.

Item 21 Principal Securityholders

To the knowledge of management of Arris and Cielo Gold, no person will own, of record or beneficially, directly or indirectly, or exercise control or direction over, more than 10% of the issued and outstanding shares of Arris or Cielo Gold after giving effect to the Arrangement.

Item 22 Directors, Officers and Promoters

22.1 Directors and Officers

Completion of the Arrangement will not cause any changes in the directors of the Company who are elected at the Meeting or of the current officers of the Company. See the "Business of the Meeting" for details regarding the directors.

Item 23 Arris' Executive Compensation after the Arrangement

23.1 Executive Compensation

Completion of the Arrangement will not cause any material changes in the executive compensation regime in place as at the date of this Circular. The Company does not have any management agreements in place with its executive officers. The Named Executive Officers cash compensation will continue to be \$1.00 per year or less and it is not anticipated at this time that any cash bonuses will be paid in the foreseeable future. Incentive stock options as may be approved by the board of directors from time to time may be granted to Named Executive Officers in compensation for their service.

23.2 Indebtedness of Directors and Officers

No individual who is, or at any time from the date of Arris' incorporation to the date hereof was a director or executive officer of Arris, or an associate or affiliate of such an individual, is or has been indebted to Arris.

23.3 Non-Arm's Length Party Transactions

The Arrangement is a non-arm's length transaction, taking place between the parent company, Arris Holdings Inc. and its subsidiary Cielo Gold Corp. When the Arrangement is completed a director of Arris, Lucky Janda, will be a director of Cielo Gold. There are no other non-arm's length party transactions occurring in connection with the Arrangement.

The Company is a party to a rental agreement with Cabmerl Industries Ltd., a company that has a director in common with Arris, namely Lucky Janda. In addition to the rental agreement the Company has a management and administrative services contract in place with Cabmerl Industries Ltd. Both these contracts can be terminated by either party on 30 days notice.

Item 24 Legal Proceedings

24.1 Legal Proceedings

There are no legal proceedings material to which the Company or Cielo Gold is or is likely to be a party or of which any of its properties are, or to the best knowledge of the Company or Cielo Gold, likely to be subject.

Item 25 Material Contracts

25.1 Material Contracts

The following are the contracts which are material to Cielo Gold and which have been entered into within the two years prior to the date of this Circular:

1. the Arrangement Agreement;
2. the Arris Stock Option Plan;
3. the Rental Agreement; and
4. the Management Consulting Agreement.

The material contracts described above may be inspected at the registered office of Cielo Gold at 1250 West Hastings Street, Vancouver, British Columbia, during normal business hours prior to the Meeting and for a period of thirty days thereafter.

Item 26 Investor Relations Arrangements

26.1 Investor Relations

26.2 The Company does not have any investor relations arrangements in place.

Item 27 Options to Purchase Securities

27.1 Arris Stock Option Plan

Following the Arrangement the Arris Stock Option Plan as described herein and to be approved by the Arris Shareholders at the Meeting will continue as the stock option plan for Arris Holdings Inc.

Item 28 Auditors, Transfer Agent and Registrar

28.1 Auditor

Following the Arrangement the auditor of Arris will remain the same: ACAL Group, Chartered Accountants.

28.2 Transfer Agent and Registrar

Following the Arrangement the Company's transfer agent and registrar will remain the same: Computershare Trust Company of Canada.

CIELO GOLD CORP AFTER THE ARRANGEMENT

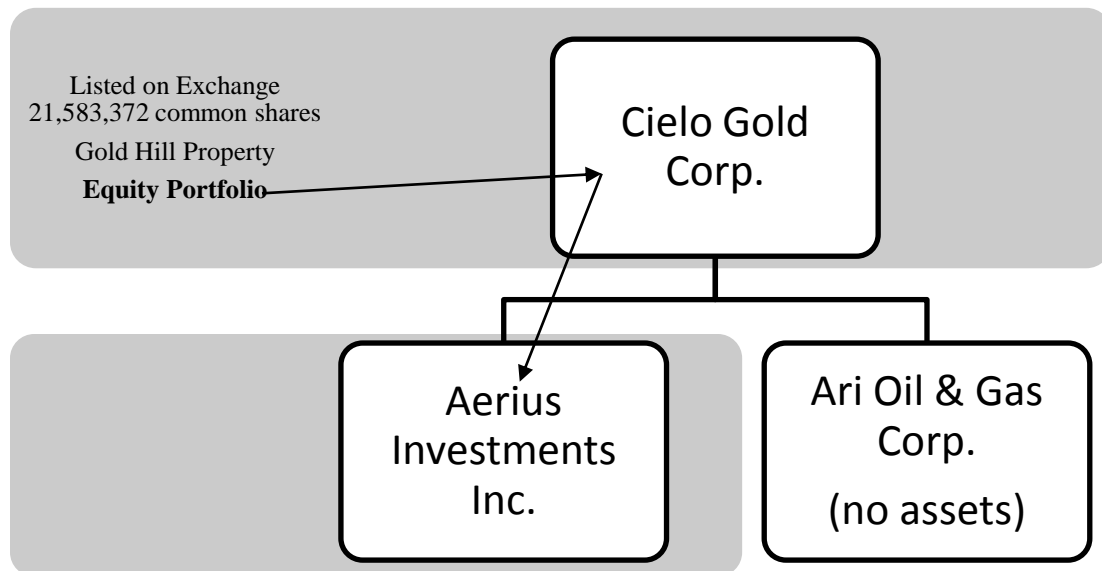
Item 29 Corporate Structure

29.1 Name and Incorporation

Cielo Gold Corp. was incorporated under the *Business Corporations Act* (British Columbia) on February 2, 2011 as 0901990 BC Ltd. and subsequently changed its name to Cielo Gold Corp on February 8, 2011. Its corporate offices and registered and records office are both located at 1250 West Hastings Street, Vancouver, BC V6E 2M4.

29.2 Intercorporate Relationships

Following the Arrangement Cielo Gold will continue to have two wholly owned subsidiaries, namely Aeriis Investments Inc. (“**Aeriis**”) and Ari Oil & Gas Corp. As part of the Arrangement, Arris will transfer the Equity Portfolio to Cielo Gold. Upon completion of the Arrangement, Cielo Gold will transfer control of the Equity Portfolio to its subsidiary, Aeriis, as show in the diagram below.



Item 30 General Development of the Business

30.1 History

Cielo Gold was incorporated for the purpose of holding Arris’ mineral property acquisitions.

30.2 Significant Acquisitions

On January 10, 2011 Cielo Gold acquired the Gold Hill Property from SEGO Resources Inc.

Item 31 Narrative Description of the Business

31.1 General

Business of Cielo Gold

The principal business of Cielo Gold following the Arrangement will be the exploration and development of the Gold Hill Property. Cielo Gold intends to commence the recommended exploration work on the Property to be outlined in the Gold Hill Report. A decision to implement any further exploration on the Property will be based upon the results of the exploration program and the availability of further exploration funds. In addition, Cielo Gold may seek and acquire additional mineral properties worthy of exploration and development.

In January 2011, Cielo Gold entered into an agreement with Sego Resources Inc. to acquire the Gold Hill Property, consisting of Tenure Number 219970 and Tenure Number 530169 in the Kamloops Mining Division of British Columbia totaling approximately 579 hectares in exchange for a CAD \$5000.00 cash payment (the “**Cielo**

Gold Agreement”). Cielo Gold will operate and will have an interest in the Gold Hill Property pursuant to the Arrangement. Cielo Gold, building on the Asset, may acquire additional mineral properties, focusing on early stage exploration in districts and areas with known potential for high margin deposits. Cielo Gold’s activities will utilize the experience of a skilled exploration team to take any such properties through discovery to capture the high discovery value of significant deposits. Pursuant to the Arrangement, Cielo Gold will acquire the Asset from the Company for 21,583,372 Cielo Gold Shares. Completion of the Arrangement is subject to the approval of the Arrangement by the Arris Shareholders, the Court and the Exchange.

As the date of this Circular, the Gold Hill Property has no known body of gold or silver and the ability of Cielo Gold to recover any costs it will incur on the Property is dependent upon Cielo Gold being able to sell, option or joint venture the Gold Hill Property or identify commercial quantities of gold or silver on the Gold Hill Property, for which there can be no assurance.

Cielo Gold’s projected administrative expenditures is related to the level of financing and exploration activities that are being proposed, which in turn may depend on the general market conditions relating to the availability of funding for exploration-stage resource companies.

The unaudited *pro-forma* balance sheet of Cielo Gold has been prepared assuming that Cielo Gold will carry on its business on a going concern basis. The ability of Cielo Gold to continue as a going concern depends upon its ability to develop profitable operations and/or to continue to raise adequate financing. Cielo Gold’s only sources of financing are through the issue of common shares from treasury or securities convertible into common shares, optioning or otherwise selling an interest in the Property or one or more properties it may acquire.

Cielo Gold’s ability to finance additional exploration on the Property beyond the proposed work program to be carried out on the Property is contingent upon the outcome of exploration and the accompanying capital markets, factors which are beyond Cielo Gold’s control. See "Risk Factors".

There can be no assurance that Cielo Gold will be able to continue to raise funds, in which case Cielo Gold may be unable to fund future exploration and property acquisitions. Should Cielo Gold be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on Cielo Gold’s balance sheet and insolvency and liquidation with a total loss to shareholders could result.

31.2 Gold Hill Mineral Property

The Company recommends that the following information be read in conjunction with the Technical Report entitled titled "Summary Report on the Gold Hill Project" by Perry Grunenberg, P.Geo. t dated October 10, 2006, which was prepared in accordance with NI 43-101 and is available on SEDAR at www.sedar.com. The technical information concerning the Gold Hill Property that is described below has been extracted from the Grunenberg Report.

Property Description and Location

The Gold Hill property lies within 1:20000 NTS map sheet 092P050. The property is within the Shuswap Highlands east of the Thompson River valley in south-central British Columbia, Canada. The property extends along the east side of Dunn Lake, approximately 40 kilometres north of the town of Barriere. The property lies within the Kamloops Mining Division, centered at approximate UTM coordinates Zone 10, 5700000N and 701000E.

The property consists of two claim blocks comprising a total of 578.842 hectares, the claim blocks as shown are the result of claim block amalgamation that occurred on March 17, 2006. Claim number 219970 is a mining lease tenure and is subject to annual tax payments. The claims have not been legally surveyed.

The property is 100% owned by Arris’ subsidiary Cielo Gold with no further royalties or other underlying agreements. At the time of writing of this report, the Midge claim is in good standing until November 14, 2011, and tenure 219970, subject to annual tax payment, is in good standing until March 27, 2007. The Mineral Tenure Act of the Province of British Columbia governs title and interest to the claims. The holder of a Mineral Title has the right to use, enter and occupy the surface of a claim for exploration and development or production of all minerals subject

to the Mineral Tenure Act, the Mineral Exploration Code, the Mines Act and other applicable regulations and legislation in the Province of British Columbia.

There are no known environmental liabilities on the subject claims. The property contains several mapped historic workings, consisting of open and collapsed adits. The author recommends that the company take preliminary measures to make safe any of the old workings that might pose harm to people or animals. To the knowledge of the author, no order regarding site safety has been given to the claim owners.

Arris' subsidiary Cielo Gold may be required to obtain approval for a Notice of Work and Reclamation program as outlined in Section 10 of the Mines Act of BC. A reclamation security may be required for posting with the ministry for reclamation bonding required as part of the approval. Permitting would be required in order to conduct the Phase 1 and Phase 2 programs recommended in this report.

Portions of the property lie within or adjacent to areas of interest by the local First Nations groups. Arris' subsidiary Cielo Gold indicates that they have conducted preliminary consultations with the Simpcw First Nations at Barriere, BC, in an effort to create strategic alliances that may benefit all stakeholders.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The property is located approximately 40 kilometres north-northeast from the town of Barrier, BC. The property is accessed via the Chu Chua Road north from Barrier to the south end of Dunn Lake. Further access is gained by traveling east for a distance of approximately one kilometre up the Dunn Creek access road. Recent logging in the Gold Hill ridges has greatly improved access to the upper elevations of the property, as well as providing new bedrock exposures along cut slopes.

The property lies within the western margins of the Shuswap Highlands-Adams Plateau region that comprises mountainous terrain with deeply incised valleys. Several larger lakes are located within the area, including Dunn Lake located immediately west of the property. Dunn Creek is located within the southern portion of the property and drains westward into Dunn Lake. Slopes in the area are generally steep with elevations ranging from 700 to 1200 metres. Slopes are covered in a mixture of pine, spruce, and cedar with lesser undergrowth vegetation.

The property is subject to a south-central interior climate, with warm dry summers and cool, slightly wetter winters. One to two metres of snowfall can accumulate during the winter in higher elevations. The nearest weather station reporting historic climate conditions is located in Barriere, BC. This station reports daily average high temperatures of 19o Celsius in July and daily average low temperatures of -10o Celsius in January. Extreme temperatures range from - 40 to +40 Celsius. The station reports a total annual precipitation of 486.2 mm of which 121.1 mm falls as snow.

All essential services such as food and lodging are available in the community of Barrier, and in the larger city of Kamloops located approximately 90 kilometres to the south. Kamloops can also supply most of the commonly needed materials and services for mining exploration and development. Skilled labour and heavy-duty equipment is available from Kamloops.

History

There are numerous historic mines in the area of the property, as recorded in the British Columbia Ministry of Energy, Mines and Petroleum Resources - Minfile database. The locations of historic sites that are located within or near to the property are shown on Figure 4. These include several hydrothermal-epigenetic polymetallic vein-hosted deposits within and adjacent to the Gold Hill Property.

The property includes the historic Gold Hill Mine site (Minfile 092P041) and the historic Windpass and Sweet Home Mines (Minfiles 092P039 and 092P040).

Geology Setting - The regional, local and property geology.

Regional Geology

Geological work performed by the Ministry of Energy and Mines of British Columbia in the region is included in Fieldwork 1980 summary Paper 1981-1. During the 1980 field season approximately 325 square kilometres between Chu Chua Mountain and Clearwater were mapped at a scale of 1:15,000 under the direction of P. Schiarizza. This mapping was an extension of the Barriere Lakes-Adams Plateau project initiated in 1978 under the direction of V. A. Preto. This work included geological mapping of the region surrounding the Gold Hill property. The following regional geology descriptions are extracted from the abstract provided on the Ministry website that lists these publications. A regional geology map, obtained from the ministry website "Maplace", is provided on Figure 3 (note: geologic legend codes have been altered from the original to be consistent with the BCGS 2005 regional geology provided by Maplace) The property is underlain primarily by rocks of the Late Paleozoic Fennell Formation. The Fennell Formation can be divided into an eastern unit consisting of massive and pillowed basalt, bedded chert, argillaceous rocks, conglomerate, quartz feldspar porphyry, and gabbroic to dioritic rocks and a western unit consisting almost entirely of pillowed and massive basalt. It appears that the formation as a whole faces west with west unit overlying east unit, although easterly (apparently overturned) dips prevail in the eastern part.

EASTERN FENNEL (DPFL)

Basalt is the most common rock type of the eastern unit. It may be pillowed or massive, is generally fine grained to aphanitic, and is mainly in medium to dark shades of grey to green. Chert is generally well bedded, with beds up to 15 centimetres thick separated by thinner argillaceous partings. It occurs in a variety of colours with light shades of grey and green predominating. Individual chert units provide the best local markers within the eastern unit and have been traced for distances approaching 10 kilometres. Two bodies of quartz feldspar porphyry were outlined in the eastern Fennell; both appear to be concordant with the local stratigraphy. Clasts of similar porphyry in conglomerate overlying quartz feldspar porphyry south of Blackpool suggests that it may be of extrusive origin. Discontinuous lenses of conglomerate occur in a number of places. Clasts are generally angular and similar in composition to adjacent Fennell rocks. The best exposures of conglomerate are found at the microwave station west of Axel Lake where there are a number of lenses of conglomerate containing chert, basalt, and argillite fragments interlayered with beds of these same rock types. Argillite, phyllite, and interbedded sandstone and quartzite comprise a relatively minor, but locally important, proportion of the eastern Fennell. In places competent beds within this unit are broken and disrupted by what appears to have been soft sediment slumping. West of Foghorn Mountain, graded bedding in a well-bedded, easterly dipping sequence of sandstone and phyllite of this unit indicates that the beds are overturned and facing west.

Two apparently discontinuous lenses of limestone were mapped in the vicinity of the Fennell/Eagle Bay contact. These limestone bodies appear to be enclosed by typical Fennell rocks and were included in this formation despite the fact that limestone is known to occur within the Eagle Bay Formation immediately adjacent to the Fennell contact in the Barriere Lakes area (Preto, et al, 1980).

Medium to coarse-grained, dioritic to gabbroic rocks are common components. These commonly occur as concordant sill-like bodies, although irregular discordant masses are also present and are presumed to be intrusive equivalents of the Fennell basalts.

WESTERN FENNEL (PnPFU)

The western part of the Fennell Formation consists almost entirely of pillowed and massive basalt. Basalt breccia and chert are present in minor quantities. Very little structural data was obtained from these rocks, but in good exposures pillows indicate that the unit generally dips and faces to the west.

CHU CHUA FORMATION (EKav)

Conglomerate, sandstone, and shale of the Chu Chua Formation and overlying vesicular andesitic volcanic rocks of the Skull Hill Formation unconformably overlie the Fennell Formation in the Joseph Creek valley immediately north of Dunn Lake. Plant fossils from the Chu Chua Formation have yielded Eocene ages (Campbell and Tipper, 1971).

INTRUSIVE ROCKS (Kqm)

Coarse-grained biotite quartz monzonite of the Cretaceous Baldy batholith underlies the southeastern corner of the map area and cuts the Fennell/Eagle Bay contact. A smaller body of similar rock outcrops in Joseph Creek valley just northwest of the main batholith. Intrusion of these granitic bodies appears to have postdated most or all of the deformation in the country rocks. Potassium-argon age determinations on biotites from the batholith have yielded ages of 96 Ma and 80 Ma (Wanless, et al., 1966).

STRUCTURE

A schistosity pervades rocks of the Eagle Bay Formation and sedimentary units of the Fennell Formation. Fennell basalts and gabbros are locally weakly to moderately foliated. The schistosity is axial planar to early, generally northwest plunging, tight to isoclinal mesoscopic folds of the bedding and is itself folded about two generations of later mesoscopic folds with generally southeasterly (or northwesterly) and easterly trends.

Despite a complex array of mesoscopic folds, best displayed in bedded rocks, only one macroscopic fold has been tentatively outlined in the area; it is the northerly plunging synform in Eagle Bay rocks near Foghorn Mountain. Bedding/cleavage relationships in the vicinity of the Fennell/Eagle Bay contact indicate westerly overturning. "Tops" from graded beds adjacent to the contact confirm that these northeasterly dipping beds are in fact overturned. This suggests that an early synclinal hinge may be present in Fennell rocks west of the contact although the presence of such a hinge has not been proven. Apparent truncation of Eagle Bay against Fennell near Foghorn Mountain indicates that, at least locally, the contact may be a fault. A pair of northwesterly trending faults between Joseph Creek and Axel Lake separates structurally discordant blocks of Fennell rocks. The age and nature of the movement on these faults are not known with certainty but they appear to be relatively late structures. Slickensided and brecciated shear zones with both northerly and easterly trends that are found throughout the area do not appear in general to have caused any significant displacement.

Property Geology

The author noted that outcrop exposures were relatively extensive on the property, especially on steeper slopes within the eastern and western flanks. Several outcrops were examined, including basaltic rocks in contact with cherty sediments within the upper ridges central to the property. The author also examined some of the historic Gold Hill mine workings. At one location brecciated quartz veining was noted at the entrance to a short adit, with galena, chalcopryite and pyrite mineralization. The author also inspected the Sweet Home and Windpass Mine sites. Mapping by previous operators is summarized in the Andris Kikauka report. The following is taken from the report: The property is underlain by the Devonian to Permian Upper Fennell Formation basaltic rocks that generally trend north-northeast. An intrusive body of hornblende-pyroxene diorite with micro-dioritic textures occurs as several steeply dipping narrow dykes within the Upper Fennell Formation and becomes more sill-like in the center of the formation. The bottom of the Fennell Formation, 1 to 2 kilometres east of the property, contains thick sequences of gabbro and hornblende diorite, containing relatively abundant magnetite.

Regional structural features in the vicinity of Gold Hill are dominated by two main west to northwest trending quartz vein zones and two subordinate west to southwest trending quartz veins. The veins pinch and swell from 0.2 to 0.6 metres width over a strike length of 75 to 300 metres. The veins dip steeply to the north. The veins are characterized by galena, chalcopryite, pyrite, arsenopyrite in a quartz, calcite, magnetite and chlorite gangue. Mineralization occurs within fissure filling quartz veins that are coarsely crystalline, and narrow fracture filling veins. Alteration has been observed as ankerite in halos adjacent to veins. Native gold has been observed by previous operators in quartz veins. Quartz-sulphide veins are hosted in Devonian to Permian Upper Fennell Formation and related dioritic intrusive rocks.

The following geological synopsis is extracted from the Minfile report for Gold Hill (092P041):

The Gold Hill property is mainly underlain by northerly striking, moderately dipping, massive dark green pillow basalts of the Devonian to Permian Fennell Formation (Slide Mountain Group). Easterly striking fault and shear

structures, frequently mineralized, cut the Fennell rocks. A small gabbroic stock lies immediately south of and downhill of the vein occurrences. At least four sub parallel quartz vein zones occupy two easterly striking, steeply dipping fault-shear systems that cut massive pillow basalts.

Disseminated galena, chalcopyrite, pyrite, sphalerite and arsenopyrite occur in quartz veins, veinlets and stringers over relatively narrow widths. Some native gold has been reported. The two systems, one of which has been traced to date (ca. 1987) over a strike length of 300 metres, are 40 metres apart and dip steeply north into the hillside. Carbonate alteration (ankerite?) envelopes the vein zones. These alteration zones can be up to six metres in width. Quartz veins are up to 1.3 metres in width but average in the order of 40 centimetres. Underground sampling by Minnova Inc. in 1986-87 yielded 3.9 grams per tonne gold and 14.7 grams per tonne silver over a 30 centimetre vein width and strike length of 20 metres in the No. 7 adit (Adamson, 1987).

A second order vein system strikes north to northeasterly and dips steeply. These structures do not appear to be as strong as the easterly striking set. Mapping and prospecting has continued on the property during the 2005 and 2006 seasons. A recent property scale geological map with topography is provided on Figure 4. This mapping indicates that much of the Gold Hill property is underlain by sill-like bodies of gabbro, diorite and diabase. The northern portion of the property is underlain by pillowed and massive metabasalt, breccia, tuff, with diabase, gabbro, and chert components. Map work also delineated two quartz-sulphide veins on the property within the area of the historic Gold Hill mine workings, labeled as the Number 1 and Number 2 veins.

Exploration

Sego, the previous owner of the Gold Hill Property completed grid establishment and soil geochemical sampling on the property. In conjunction with this sampling, bedrock exposures were mapped, and sampled where appropriate. Sego contracted Smee and Associates Consulting Limited to undertake plotting and statistical analysis of soil geochemical sampling conducted in 2005-2006.

The results of the Smee and Associates study indicate the potential bedrock source areas for elevated minerals returned from the soil geochemical sampling. The topographic overlays reveal the potential for a continuous source (vein system) through the top of the ridge onto both the east and west sides of the property ("through-going mineralization"), as shown by the two zones of elevated soil geochemical results on both sides of the ridge. There is a break in the soil sample results where topography did not allow access for sampling. If this area is sampled it may provide closure of the elevated soil geochemical zones into one larger continuous zone.

Mineralization

A summary of the mineralization at the historic Gold Hill mine is found in the BC Ministry of Energy and Mines Minfile database for occurrence 092P 041. The mineralization found in the Gold Hill mine is described as follows:

At least four sub parallel quartz vein zones occupy two easterly striking, steeply dipping fault-shear systems that cut massive pillow basalts. Disseminated galena, chalcopyrite, pyrite, sphalerite and arsenopyrite occur in quartz veins, veinlets and stringers over relatively narrow widths. Some native gold has been reported. The two systems, one of which has been traced to date (ca. 1987) over a strike length of 300 metres, are 40 metres apart and dip steeply north into the hillside. Carbonate alteration (ankerite?) envelopes the vein zones. These alteration zones can be up to six metres in width. Quartz veins are up to 1.3 metres in width but average in the order of 40 centimetres. Underground sampling by Minnova Inc. in 1986-87 yielded 3.9 grams per tonne gold and 14.7 grams per tonne silver over a 30 centimetre vein width and strike length of 20 metres in the No. 7 adit (Adamson, 1987).

During the June 2006 reconnaissance conducted by the author a visit was made to one of the adits that comprise the historic Gold Hill mine. The author noted the presence of a brecciated quartz vein of approximately 0.5 metre width. The vein contained significant amounts of galena, chalcopyrite and pyrite. Two samples were taken by the author of this mineralized quartz, one chip sample across the vein and one grab of mineralized dump material at the adit portal. Sample GHC029 returned 0.17 gm/mt (grams per metric tonne) gold and 3 gm/mt silver over a 0.5

metre chip, and sample P06-GH-2 returned 7.00 gm/mt gold and 27 gm/mt silver from assorted grabs taken from the dump pile at this location.

Work has been recently conducted by Sego on the property, including rock sampling of outcrops.

Table 2 summarizes significant results from the 2005-2006 sampling program. Sample locations are shown on Figure 4. Results to date indicate potential for gold and/or silver mineralization within quartz veins and the Surrounding altered bedrock. Values up to 15.69 gm/mt gold and 126 gm/mt silver have been returned from the 2005-2006 sampling program.

Drilling

The Company has not conducted any drilling to date. Previous historic drilling has been mentioned (1929), Evidently under the direction of Granby Mining and Smelting Company, (11 X-ray holes) however no supporting documentation was available.

More recently, in 1988, Minnova Inc. carried out diamond drilling totaling 839 metres in 6 holes. This drilling was documented in a 1989 assessment report (Lear, 1989). This report indicates that drill holes were designed to test down-dip extensions of gold-bearing quartz veins exposed at surface. A Longyear 38 surface rig modified for shallow angle holes was used. The contractor was Tonto Drilling. All core extracted was NQ size. Six holes were completed from 3 different locations within and adjacent to the historic Gold Hill mine area.

Sampling and Analysis

Records for historic sampling referred to in this report did not include details of the sampling methods, recovery factors or the approach the individual companies chose to complete the various sampling programs. Such details are generally not recorded in assessment reports and this is not uncommon for work in those eras. Many assessment reports contain highlights only. Complete lists of samples may not be available. The author collected 3 rock samples from the property. Two of these were grab samples and one was a chip sample obtained by rock hammer and chisel. All samples were from quartz veins with varying amounts of sulphide content. Samples were taken to allow for partial verification of sampling conducted in the 2005-2006 work program by Sego.

Sego conducted soil and rock geochemical sampling during the 2005-2006 work program. Soil samples were obtained along pre-established grid lines. Samples were taken from soil at a minimum depth of 30 cm, from "B" horizon soils wherever available. Rock samples were principally grab samples obtained as prospecting samples to indicate areas for potential follow-up. Many sections of the property proved to be too steep for traversing, resulting in periodic gaps in soil geochemical results.

Security of Samples

Samples obtained by the authors and others contracted to Sego were submitted to Acme Analytical Laboratory Ltd. ("Acme") located in Vancouver, BC. Acme is currently registered with ISO 9001 accreditation. The International Standards Organization (ISO) adopted a series of guidelines (ISO 9000 to 9004) for the global standardization of Quality Assurance for products and services. A company seeking accreditation must implement and maintain a quality assurance system that is compliant with one of the three applicable models (i.e. ISO 9001, 9002 or 9003). Some of the aspects specifically addressed in a quality assurance system include:

- Responsibility of management in defining and achieving quality goals,
- Contract review to ensure customer needs are understood and met,
- Procurement of supplies and services capable of delivering the desired level of quality,
- Handling of material supplied by the customer to ensure integrity,
- Controlling processes to ensure consistency of quality,
- Inspection and testing to ensure that all work meets or exceeds quality criteria,
- Correction and prevention of non-conformities (errors),
- Training of staff, and
- Statistical analysis to ensure quality criteria are met.

Acme Analytical utilized standards and duplicate analysis of samples as part of their quality assurance. The certificates of analysis indicate re-assay or duplicate analysis with the prefix "RE". Standards submitted during the analysis of samples are prefixed "STANDARD". The laboratory identifies and remedies situations where the analysis of duplicates or standards is not within allowable levels of variation. The author personally retained 3 rock samples until delivery to transport service in Barrier, BC. These rock samples were briefly described in the field during collection. The samples were placed into uniquely numbered plastic sample bags and sealed with plastic ties. From point of collection until delivery to the courier, the samples were under complete control of the author. The remainder of the samples, collected by contractors to Sego, were retained by Sego representatives until shipment by courier to the Kamloops laboratory.

The assay laboratories catalogue all samples and assure a complete chain of custody of each sample through the analytical process. At Acme Analytical, the samples were analyzed by the Group 1D analysis that includes 30 elements by ICP methodology, as well as fire assay for silver and gold. In the Group 1D analysis a representative sample is crushed and pulverized to 95% passing 150 mesh. A split of 0.5 grams is leached in hot Aqua Regia. The resulting solution is analyzed by ICP-ES. The lab reports that solubility of some elements will be limited depending on mineral species present. Also, refractory and graphitic samples can limit gold solubility. Samples submitted for fire assay utilizes classical lead-collection fire assay on a 29.2 gram split of the pulverized material. Analysis by ICP-ES after digestion is undertaken on the resulting dore bead.

Mineral Resources and Mineral Reserves

DEPOSIT TYPES

Previous workers have concluded that the Late Cretaceous Baldy Batholith that outcrops on Baldy Mountain, located 2 kilometres east of the Gold Hill Property, may be the source for hydrothermal solutions that eventually created the Windpass, Gold Hill and related gold-bearing quartz-sulphide fissure infilling veins. The deposits have been categorized as vein/shear, hydrothermal/epigenetic, polymetallic veins. Previous workers (JD Murphy, 1985) have suggested that east-west vein structures are important to higher grade vein mineralization, and that the host rocks of dacitic composition contain most of the important veins in the Gold Hill mine area, rather than the rocks of basaltic composition found at the Windpass and Sweet Home mine area.

MINERALIZATION

A summary of the mineralization at the historic Gold Hill mine is found in the BC Ministry of Energy and Mines Minfile database for occurrence 092P 041. The mineralization found in the Gold Hill mine is described as follows:

At least four sub parallel quartz vein zones occupy two easterly striking, steeply dipping fault-shear systems that cut massive pillow basalts. Disseminated galena, chalcopyrite, pyrite, sphalerite and arsenopyrite occur in quartz veins, veinlets and stringers over relatively narrow widths. Some native gold has been reported. The two systems, one of which has been traced to date (ca. 1987) over a strike length of 300 metres, are 40 metres apart and dip steeply north into the hillside. Carbonate alteration (ankerite?) envelopes the vein zones. These alteration zones can be up to six metres in width. Quartz veins are up to 1.3 metres in width but average in the order of 40 centimetres. Underground sampling by Minnova Inc. in 1986-87 yielded 3.9 grams per tonne gold and 14.7 grams per tonne silver over a 30 centimetre vein width and strike length of 20 metres in the No. 7 adit (Adamson, 1987).

During the June 2006 reconnaissance conducted by the author a visit was made to one of the adits that comprise the historic Gold Hill mine. The author noted the presence of a brecciated quartz vein of approximately 0.5 metre width. The vein contained significant amounts of galena, chalcopyrite and pyrite. Two samples were taken by the author of this mineralized quartz, one chip sample across the vein and one grab of mineralized dump material at the adit portal. Sample GHC029 returned 0.17 gm/mt (grams per metric tonne) gold and 3 gm/mt silver over a 0.5 metre chip, and sample P06-GH-2 returned 7.00 gm/mt gold and 27 gm/mt silver from assorted grabs taken from the dump pile at this location.

Work has been recently conducted by Sego on the property, including rock sampling of outcrops. Results to date indicate potential for gold and/or silver mineralization within quartz veins and the surrounding altered bedrock. Values up to 15.69 gm/mt gold and 126 gm/mt silver have been returned from the 2005-2006 sampling program.

Exploration and Development

Cielo Gold intends to engage in exploration on the property when the Arrangement is completed.

Item 32 Selected Unaudited Pro-Forma Financial Information of Cielo Gold

32.1 Pro-forma Information Prepared as at September 30, 2010

Cielo Gold was incorporated on February 2, 2011 and has not yet conducted any commercial operations. The following is a summary of certain financial information on a pro-forma basis for Cielo Gold as at September 30, 2010, assuming, among other things, completion of the Arrangement and the Private Placement as of such date, and should be read in conjunction with the unaudited pro-forma consolidated balance sheet of Cielo Gold appended to this Circular as Exhibit "F". This *pro-forma* consolidated balance sheet was prepared as if the Arrangement and the Private Placement had occurred September 30, 2010, taking into account the assumptions stated therein. The pro-forma consolidated balance sheet is not necessarily reflective of the financial position that would have resulted if the events described therein had occurred on September 30, 2010. In addition, the *pro-forma* consolidated balance sheet is not necessarily indicative of the financial position that may be attained in the future.

	Pro-forma as at September 30, 2010 on completion of the Arrangement (CAD)
	(unaudited)
Cash and cash equivalents	\$ 1
Mineral Resource Properties.....	5,000
Investments.....	1,037,310
Total assets	\$ 1,042,311
Current liabilities	
Due to Arris Holdings	5,000
Share Capital	1,037,311
Total liabilities and shareholders' equity.....	\$ 1,042,311

32.2 Management's Discussion and Analysis

Overall Performance

Cielo Gold's principal business is the development of its flagship mineral property; accordingly its financial success may be dependent upon the extent to which it can develop the Gold Hill Property and the economic viability of recovering any resources which exist.

Results of Operations

Cielo Gold was incorporated on February 2, 2011, as a result there have been no operations and there is limited information available. It is anticipated that general operating and administrative costs will be kept to a minimum in the early stages of development, allowing the Company to direct its resources toward exploration of the Gold Hill Property.

Liquidity and Capital Resources

Financing of operations is achieved primarily through equity financing. Cielo Gold's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they become due. Cielo Gold is a development stage mineral exploration company and therefore has no regular source of income other than

interest income earned on funds invested in short-term deposits. As a result, Cielo Gold's ability to conduct operations, including the acquisition, exploration and development of mineral properties, is based on its current cash and its ability to raise funds, primarily from equity sources, and there can be no assurance that Cielo Gold will be able to do so. See Item 34.1 for information concerning the financial assets of Cielo Gold resulting from the Arrangement.

Proposed Transactions

The Arrangement is the only proposed transaction at this time.

Dividends

Cielo Gold does not anticipate paying any dividends on its common shares in the short or medium term. Any decision to pay dividends on common shares in the future will be made by the board of directors of Cielo Gold on the basis of the earnings, financial requirements and other conditions existing at such time.

32.3 Trends

Cielo Gold is a mineral exploration company whose principal business following the Arrangement will be the exploration and development of the Gold Hill Property. Cielo Gold may also acquire additional properties and carry out early stage exploration on such mineral properties and then sell, option or joint venture the properties. Accordingly, Cielo Gold's financial success may be dependent upon the extent to which it can discover mineralization and the economic viability of developing any such additional properties. The discovery of mineralization and the development of properties to the point where they may be sold, optioned or joint ventured may take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty. As an exploration phase company, Cielo Gold does not anticipate producing revenues for some time, other than from the sale, optioning or joint venturing of any mineral properties it may acquire. The sale value of any mineralization discovered by Cielo Gold is largely dependent upon factors beyond Cielo Gold's control, such as the market value of the contained metals. See "Risk Factors".

Other than as disclosed in this Circular, Cielo Gold is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon its revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

Item 33 Description of Cielo Gold Securities

33.1 Share Capital of Cielo Gold

Cielo Gold Shareholders are entitled to receive notice of any meeting of Cielo Gold Shareholders and to attend and vote at that meeting, except those meetings at which only the holders of shares of another class or of a particular series are entitled to vote. Each Cielo Gold Share carries one vote at all meetings of shareholders, participates rateably in any dividends declared by the directors of Cielo Gold on the Cielo Gold Shares, and is entitled, on the liquidation, dissolution, winding-up or other distribution of assets of Cielo Gold for the purposes of winding-up its affairs, to a pro-rata share of the assets of Cielo Gold after payment of all its liabilities and obligations and subject to the prior rights attached to any preferred shares of Cielo Gold to receive a return of capital and unpaid dividends. The Board may issue Class B Preferred shares (the "Preferred Shares") from time to time in one or more series with each series to consist of the number of Preferred Shares as may be determined by the Board. Before the issue of a series of Preferred Shares, the Board may, at its sole discretion, determine the designation, rights, privileges, restrictions and conditions attaching to the series of preferred shares.

The following table represents the share capitalization of Cielo Gold as at September 30, 2010, both prior to and assuming completion of the Arrangement.

Share Capital	Authorized	Prior to the Completion of The Arrangement	After Completion of the Arrangement
Common Shares	Unlimited	1	21,583,373

Item 34

34.1 Fully Diluted Cielo Gold Share Capital

The *pro-forma* fully diluted share capital of Cielo Gold, assuming completion of the Arrangement, the Private Placement and the exercise of any Arris Warrants, is set out below:

Designation of Cielo Gold Securities	Number of Cielo Gold Shares	Percentage of Total
Subscriber's share issued on incorporation	1	0.01%
Cielo Gold Shares issued in exchange for the Gold Hill Property, which shares will be distributed to the Arris Shareholders.....	21,583,372	99.99%
Cielo Gold Shares to be issued pursuant to the Cielo Gold Commitment ⁽¹⁾	0	
Total.....	21,583,373	100%

(1) There are no warrants or options outstanding as of the date of this Circular.

34.2 Prior Sales

Cielo Gold issued 1 common share to Arris at a price of \$1.00 per common share on incorporation on February 2, 2011.

34.3 Options and Warrants

Stock Options

The Arris Shareholders will be asked at the Meeting to approve the Cielo Gold Stock Option Plan. See "Approval of the Cielo Gold Stock Option Plan". As of the Effective Date, assuming approval of the Cielo Gold Stock Option Plan by the Arris Shareholders, there will be 2,158,337 Cielo Gold Shares available for issuance under the Cielo Gold Stock Option Plan.

Convertible Securities

As of the date of this Circular, Cielo Gold has not granted any options under the Cielo Gold Stock Option Plan.

Item 35 Available Funds and Principal Purposes

35.1 Funds Available

The estimated unaudited *pro-forma* working capital of Cielo Gold at September 30, 2010 is \$100,000, such funds to be raised through a non-brokered private placement financing described in Item 7.2 which will be available upon completion of the Arrangement (the "**Available Funds**").

35.2 Principal Purpose of Funds

Use of Available Funds

Assuming completion of the Arrangement, Arris will use the Available Funds, as follows:

Use of Available Funds	
To fund general and administrative expenses for 12 months ⁽¹⁾	\$60,000
To provide working capital	40,000
Total	\$100,000

(2) The funds available will be sufficient to meet Cielo Gold's administration costs for the next 12 months. See "Administration Expenses".

Arris currently intends to spend the Available Funds as set out above. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. Arris will only redirect funds to any other property on the basis of a recommendation from a professional geologist or engineer.

Administrative Expenses

The following table discloses the estimated aggregate monthly and yearly, general and administrative expenses that will be incurred by Arris:

Type of Administrative Expense	Monthly Estimated Expenditure	12-Month Estimated Expenditure
Rent and office services	\$ 1,500	\$ 18,000
Professional fees	\$ 1,500	\$ 12,000
Regulatory Filing Fees	\$ 1,000	\$12,000
Costs payable to Cielo Gold's executive officers for services	\$ 1,000	\$ 12,000
Total	\$ 5,000	\$ 60,000

Item 36 Principal Shareholders of Cielo Gold

36.1 Principal Shareholders

To the knowledge of the directors and executive officers of the Company, no person or company will hold, directly or indirectly, as of the Effective Date or will have control or direction over, or a combination of direct or indirect beneficial ownership of and control or direction over, voting securities that will constitute more than 10% of the issued Cielo Gold Shares as of the Effective Date.

Item 37 Directors, Officers and Promoters

37.1 Name, Address, Occupation and Security Holdings

The following table sets out the names of the current and proposed directors and officers of Cielo Gold, the municipalities of residence of each, all offices currently held by each of them, their principal occupations within the five preceding years, the period of time for which each has been a director or executive officer of Cielo Gold, and the number and percentage of Cielo Gold Shares to be beneficially owned by each, directly or indirectly, or over which control or direction will be exercised, upon completion of the Arrangement.

Name, Province and Country of Residence and Position	Principal Occupation or Employment During the Past 5 Years	Director Since	Number of Securities Beneficially Owned or over which Control or Direction is Exercised
Lucky Janda Richmond, BC Canada <i>Director, President & CEO</i>	Mr. Janda is an independent businessman with over 20 years experience in public companies and real estate development. Mr. Janda holds a Bachelor of Economics degree from the University of British Columbia and is a respected member of several community charitable organizations. He also acts as Chairman on the board of Ona Power Corp., listed on the Canadian National Stock Exchange ("CNSX"). He has served on the boards of both TSX.V and CNSX listed companies. He has been President and Chief Executive Officer of Arris Holdings Inc. since October 2009; was President of RTN Stealth Software Inc. from January 2009 to November 2010; Chairman of the Board of ONA Power Corp. from 2009 to present; President and Chief Executive Officer of Lucky Minerals Inc. from 2009 to 2010; President and Chief Executive Officer of Grand Peak Capital Corp. from July 2006 to 2009; Chief Financial Officer of Grand Peak Capital Corp. from July 2006 to February 2009; Chief Financial Officer and Corporate Secretary of American United Gold Corp. from August 2004 to November 2005.	February 2, 2011 (since inception)	223,500 ¹
Rana Vig Vancouver, BC Canada <i>Director</i>	Mr. Vig is a local businessman and publisher of the leading magazine in its category. He is active in numerous charitable and community organizations as chair, director or advisor for many. He served as the VP Corporate Operations of RTN Stealth from December 2009 to October 2010. He currently sits on the board of Ona Power Corp, a company listed on the CNSX and provides consulting services to a number of public companies.	March 22, 2011	Nil
Thomas R. Tough, P.Eng. Delta, BC Canada <i>Director</i>	Mr. Tough joined the board of Maxtech in 2003 and since then has served as President and CEO. He has more than 40 years experience as a selfemployed consulting Professional Engineer in 40 different countries, in both the western and eastern hemispheres. During his career he has been involved in property examinations, qualifying reports, evaluations, project acquisitions and negotiations, mine evaluation, underground and surface exploration, reserve and resource estimations, mine and mill planning and processing, pre-feasibility and feasibility studies, development and production, open pit and underground, as operator, project manager, and consultant on precious and base metals, industrial minerals, gemstones and oil and gas. He has negotiated corporate financings and joint venture partnerships and dealt with various levels of domestic and foreign government bodies. He has held numerous directorships and officer positions in public and private companies, including the role of President,	March 22, 2011	Nil

Name, Province and Country of Residence and Position	Principal Occupation or Employment During the Past 5 Years	Director Since	Number of Securities Beneficially Owned or over which Control or Direction is Exercised
	<p>CEO and Director of Desert Sun Mining Corp. for 18 years. In April 2006, Yamana Gold Inc. purchased the Company and its producing gold mine in Brazil.</p> <p>In 2003 Mr. Tough also joined the boards of TSX listed Potash One Inc and TSX.V listed Desert Gold Ventures Inc. He is past President and CEO of Potash One Inc., and continues to serve as a director. Since 2008, he has served on the board of Aroway Minerals Inc. and in 2010, he became President, CEO and a director of Firebird Resources Inc., both listed on the TSX Venture Exchange. In 2009 he became the President, CEO and a director of CLI Resources Inc., a CNSX listed company. He is a member of the Association of Professional Engineers and Geoscientists of British Columbia and holds a B.Sc. in Geology from the University of British Columbia.</p>		

- 1 This represents the number of shares of Cielo Gold that Lucky Janda will hold assuming completion of the Arrangement.
- 2 The members of Cielo Gold's Audit Committee are Lucky Janda, Rana Vig and Thomas Tough, Cielo Gold has not established any other committees.

37.2 Management

The following is a description of the individuals who will act as senior management or officers of Cielo Gold following the completion of the Arrangement:

Lucky Janda, President & Chief Executive Officer:

Mr. Janda is an independent businessman with over 20 years experience in public companies and real estate development. Mr. Janda holds a Bachelor of Economics degree from the University of British Columbia and is a respected member of several community charitable organizations. He also acts as Chairman on the board of Ona Power Corp., listed on the Canadian National Stock Exchange ("CNSX"). He has served on the boards of both TSX.V and CNSX listed companies. He has been President and Chief Executive Officer of Arris Holdings Inc. since October 2009; was President of RTN Stealth Software Inc. from January 2009 to November 2010; Chairman of the Board of ONA Power Corp. from 2009 to present; President and Chief Executive Officer of Lucky Minerals Inc. from 2009 to 2010; President and Chief Executive Officer of Grand Peak Capital Corp. from July 2006 to 2009; Chief Financial Officer of Grand Peak Capital Corp. from July 2006 to February 2009; Chief Financial Officer and Corporate Secretary of American United Gold Corp. from August 2004 to November 2005.

Chun (Larry) Tsang, CA. Chief Financial Officer

Larry Tsang is a Chartered Accountant in Canada and also holds a CPA designation in the United States. Mr. Tsang was a senior accountant with Ernst and Young for four years and has nine years of Canadian accounting experience. Mr. Tsang is also the Acting Chief Financial Officer of Pacific Link Mining Corp., a Vancouver based public company with shares on the NEX board of the TSX Venture Exchange.

Corporate Cease Trade Orders or Bankruptcies

No director, officer, promoter or other member of management of Cielo Gold is, or within the ten years prior to the date of this Circular has been, a director, officer, promoter or other member of management of any other issuer that, while that person was acting in the capacity of a director, officer, promoter or other member of management of that issuer, was the subject of a cease trade order or similar order or an order that denied the issuer access to any

statutory exemptions for a period of more than 30 consecutive days, was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or appointed to hold the assets of that director, officer or promoter.

Penalties or Sanctions

No director, officer, promoter or other member of management of Cielo Gold has, during the ten years prior to the date of this Circular, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion, formation or management of a publicly traded company, or involving fraud or theft.

Personal Bankruptcies

No director, officer, promoter or other member of management of Cielo Gold has, during the ten years prior to the date of this Circular, been declared bankrupt or made a voluntary assignment into bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his or her assets.

Conflicts of Interest

The directors of Cielo Gold are required by law to act honestly and in good faith with a view to the best interest of Cielo Gold and to disclose any interests which they may have in any project or opportunity of Cielo Gold. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not Cielo Gold will participate in any project or opportunity, that director will primarily consider the degree of risk to which Cielo Gold may be exposed and its financial position at that time.

Except as disclosed in this Circular, to the best of the Company's knowledge, there are no known existing or potential conflicts of interest among Cielo Gold and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

Item 38 Executive Compensation and Management Contracts

38.1 Compensation

As of the date of this Circular, Cielo Gold has a Chief Executive Officer, namely Lucky Janda and a Chief Financial Officer, Larry Tsang and no other executive officers. Cielo Gold does not have an employment contract with its Executive Officer pursuant to which the Executive Officer will be compensated for services as an executive officer.

38.2 Indebtedness of Directors and Executive Officers

No individual who is, or at any time from the date of Cielo Gold's incorporation to the date hereof was a director or executive officer of Cielo Gold, or an associate or affiliate of such an individual, is or has been indebted to Cielo Gold.

38.3 Approval of the Cielo Gold Stock Option Plan

In December 2010, the directors of Cielo Gold established the Cielo Gold Stock Option Plan as a rolling stock option plan in accordance with the policies of the Exchange. The maximum number of Cielo Gold Shares reserved for issuance under the Cielo Gold Stock Option Plan is 10% of the issued and outstanding Cielo Gold Shares on a "rolling" basis. It is anticipated that Cielo Gold will have 3,364,900 issued Cielo Gold Shares on the Effective Date such that the Cielo Gold Stock Option Plan will initially have Cielo Gold Shares allotted to it. See "Cielo Gold After the Arrangement – Options and Warrants".

Under the Cielo Gold Stock Option Plan, options may be granted equal in number up to 10% of the issued Cielo Gold Shares at the time of the grant of the stock option. The Cielo Gold Stock Option Plan will be required to be

approved by the Shareholders of Cielo Gold on a yearly basis at each annual general meeting of Shareholders of Cielo Gold.

Purpose of the Cielo Gold Stock Option Plan

The purpose of the Cielo Gold Stock Option Plan is to provide an incentive to Cielo Gold's directors, senior officers, employees and consultants to continue their involvement with Cielo Gold, to increase their efforts on Cielo Gold's behalf and to attract new qualified employees. The Cielo Gold Stock Option Plan is also intended to assist in aligning management and employee incentives with the interests of Shareholders.

General Description and Exchange Policies

The Cielo Gold Stock Option Plan will be administered by the board of directors of Cielo Gold (in this section, the "**Cielo Gold Board**") or, if determined by the Cielo Gold Board, by a committee of the Cielo Gold Board (in this section, the "**Committee**"). A full copy of the Cielo Gold Stock Option Plan is available to Arris Shareholders upon request and will be available at the Meeting.

The following is a brief description of the principal terms of the Cielo Gold Stock Option Plan, which description is qualified in its entirety by the terms of the Cielo Gold Stock Option Plan:

Terms of the Cielo Gold Stock Option Plan

The following is a summary of the material terms of the Stock Option Plan:

Number of Shares Reserved. The number of common shares which may be issued pursuant to options granted under the Cielo Gold Stock Option Plan (including all options granted by Cielo Gold prior to the adoption of the Cielo Gold Stock Option Plan) shall equal 10% of the issued and outstanding shares of Cielo Gold from time to time at the date of grant.

Maximum Term of Options. The term of any options granted under the Cielo Gold Stock Option Plan is fixed by the Cielo Gold Board and may not exceed five years from the date of grant. The options are non-assignable and non-transferable.

Exercise Price. The exercise price of options granted under the Cielo Gold Stock Option Plan is determined by the Cielo Gold Board, provided that it is not less than the price permitted by the Exchange, or, if the shares are no longer listed on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.

Amendment. The terms of an option may not be amended once issued under Exchange requirements. If an option is cancelled prior to the expiry date, Cielo Gold shall not grant new options to the same person until 30 days have elapsed from the date of cancellation.

Vesting. Vesting, if any, and other terms and conditions relating to such options shall be determined by the Cielo Gold Board of Cielo Gold or senior officer or employee to which such authority is delegated by the Cielo Gold Board from time to time and in accordance with Exchange requirements.

Termination. Any options granted pursuant to the Cielo Gold Stock Option Plan will terminate generally within 90 days of the option holder ceasing to act as a director, officer, or employee of Cielo Gold or any of its affiliates, and within generally 30 days of the option holder ceasing to act as an employee engaged in investor relations activities, unless such cessation is on account of death. If such cessation is on account of death, the options terminate on the first anniversary of such cessation. If such cessation is on account of cause, or terminated by regulatory sanction or by reason of judicial order, the options terminate immediately. Options that have been cancelled or that have expired without having been exercised shall continue to be issuable under the Cielo Gold Stock Option Plan. The Cielo Gold Stock Option Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion, or exchange of Company's shares.

Administration. The Cielo Gold Stock Option Plan is administered by the Cielo Gold Board or senior officer or employee to which such authority is delegated by the Board from time to time.

Board Discretion. The Cielo Gold Stock Option Plan provides that, generally, the number of shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting schedules, and other terms and conditions relating to such options shall be determined by the Cielo Gold Board or senior officer or employee to which such authority is delegated by the Board from time to time and in accordance with Exchange requirements.

The Arris Shareholders will be asked at the Meeting to approve by ordinary resolution the Cielo Gold Stock Option Plan Resolution, as follows:

BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

- 1) the Cielo Gold Stock Option Plan adopted by Cielo Gold be, and the same is, hereby approved, ratified and affirmed;
- 2) the directors of Cielo Gold be, and are hereby, authorized to grant stock options pursuant to the terms and conditions of the Cielo Gold Stock Option Plan entitling the holders to purchase up to a maximum of ten (10%) percent of the issued and outstanding Cielo Gold Shares on a "rolling" basis at the time of each grant of stock options;
- 3) the granting of stock options to insiders of Cielo Gold under the Cielo Gold Stock Option Plan be, and is hereby, approved;
- 4) any director or officer of Cielo Gold be and is hereby authorized, for or on behalf of Cielo Gold, to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement this ordinary resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions, and, to the extent that any such documents and instruments were executed and delivered prior to the date hereof, the execution and delivery thereof by any director or officer be, and is hereby, approved, ratified and affirmed; and
- 5) notwithstanding this resolution having been duly passed by the shareholders of the Company, the directors of Arris be, and are hereby, authorized and empowered to revoke this resolution at any time prior to it being acted upon without further approval of the shareholders of the Company.

The Board unanimously recommends that shareholders vote FOR the Cielo Gold Stock Option Plan Resolution.

38.4 Non-Arm's Length Party Transactions

Cielo Gold has a limited history and has not entered into any non-arm's length transactions for services or assets with any director, officer or promoter of Cielo Gold or any affiliate of Cielo Gold save and except as noted herein. The Arrangement is a non-arm's length transaction, taking place between the parent company, Arris Holdings Inc. and its subsidiary Cielo Gold Corp. There are no other non-arm's length party transactions occurring in connection with the Arrangement.

Item 39 Legal Proceedings

39.1 Legal Proceedings

There are no legal proceedings material to which the Company or Cielo Gold is or is likely to be a party or of which any of its properties are, or to the best knowledge of the Company or Cielo Gold, likely to be subject.

Item 40 Cielo Gold's Material Contracts

40.1 Material Contracts

The following are the contracts which are material to Cielo Gold and which have been entered into within the two years prior to the date of this Circular:

1. the Arrangement Agreement;
2. the Cielo Gold Stock Option Plan;
3. the Gold Hill Acquisition Agreement.

The material contracts described above may be inspected at the registered office of Cielo Gold at 1250 West Hastings Street, Vancouver, British Columbia, during normal business hours prior to the Meeting and for a period of thirty days thereafter.

Item 41 Auditors, Transfer Agent and Registrar

41.1 Auditor

ACAL Group, Chartered Accounts of 1850-1066 West Hastings Street, Vancouver, BC V6E 3X2 will be appointed as Cielo Gold's auditor.

41.2 Transfer Agent and Registrar

Arris' registrar and transfer agent is Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9.

Prior to the Effective Date Cielo Gold intends to appoint Computershare Trust Company of Canada, 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9 as its registrar and transfer agent.

Item 42 Promotion

42.1 Promoters

The Company is the promoter of Cielo Gold.

Item 43 Experts

43.1 Auditor

The audited consolidated financial statements of the Company as September 30, 2010, and included in this Circular, have been so included in reliance upon the report of ACAL Group, Chartered Accountants, and upon the authority of such firm as experts in accounting and auditing. ACAL Group, Chartered Accountants, is independent within the meaning of the applicable rules of professional conduct in Canada.

43.2 Author of 43-101

Perry Grunenberg, P.Geo. is the author of the technical report titled "Summary Report on the Gold Hill Project" dated October 10, 2006, which was prepared in accordance with NI 43-101. The technical information concerning the Property that is described in this Circular has been extracted from the Grunenberg Report.

The above-mentioned technical report is available on SEDAR at www.sedar.com under the Company's profile. None of the authors of the above report held any securities of the Company or of Cielo Gold when they prepared the report referred to above or following the preparation of such report, nor did they receive any direct or indirect interest in any securities of the Company or Cielo Gold.

Each of the above named experts has advised the Company that they beneficially own, directly or indirectly, less than 1% of the outstanding Arris Shares, and as a group they own less than 1% of the issued Arris Shares.

GENERAL MATTERS

Item 44 Other Matters

44.1 Other Matters

Management of the Company is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

44.2 Other Material Facts

There are no other material facts other than as disclosed in this Circular.

44.3 Additional Information

Financial information about the Company is provided in its comparative financial statements and Management's Discussion and Analysis for the year ended September 30, 2010, included herein as Exhibit "G" and "I", respectively. You may obtain copies of these documents without charge upon request to us at 1250 West Hastings Street, Vancouver, B.C., Canada V6E 2M4, telephone (604) 685-2542, or facsimile (604) 408-9301. You may also access these documents, together with the Company's additional disclosure documents, through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

Item 45 Board Approval**45.1 Board Approval**

The Board of Directors of the Company has approved the contents and the delivery of the Circular to its shareholders.

DATED at Vancouver, British Columbia, this 28th day of March, 2011

BY ORDER OF THE BOARD OF DIRECTORS

Item 46 Certificates**46.1 Certificate of Arris****CERTIFICATE OF THE CORPORATION**

Date: March 28, 2011

"Lucky Janda"

Lucky Janda
Chief Executive Officer

"Jamie Lewin"

Jamie Lewin
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Lucky Janda"

Lucky Janda
Director

"Navchand Jagpal"

Navchand Jagpal
Director

"Rana Vig"

Rana Vig
Director

SUITE 1850
1066 WEST HASTINGS STREET
VANCOUVER, BC V6E 3X2

T: **604.683.3850**
F: **604.688.8479**



ACAL GROUP
CHARTERED ACCOUNTANTS
PCAOB & CPAB Registrant

AUDITORS' CONSENT

We have read the Management Information Circular of Arris Holdings Inc. (the "Company") dated March 28, 2011 relating to the Arrangement Agreement between the Company and Cielo Gold Corp. We have complied with Canadian generally accepted standards for an auditors' involvement with offering documents.

We consent to the use, through incorporation by reference, in the above-mentioned Management Information Circular of our report to the shareholders of the Company on the balance sheet of the Company as at September 30, 2010 and the statements of operations, comprehensive loss and deficit and cash flows for the year ended from the date of incorporation on October 30, 2009 to September 30, 2010. Our report is dated January 14, 2011.

"ACAL Group"

CHARTERED ACCOUNTANTS

Vancouver, Canada
March 28, 2011

EXHIBIT “A”

**CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS
OF ARRIS HOLDINGS INC. (the “Company”)**

1. Purpose

- 1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee’s role is to:
- (a) support the Board of Directors in meeting its responsibilities to shareholders;
 - (b) enhance the independence of the external auditor;
 - (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;
 - (d) increase the credibility and objectivity of the Company’s financial reports and public disclosure.
- 1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee’s responsibilities as described herein.
- 1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2. Membership

- 2.1. Each member of the Audit Committee must be a director of the Company.
- 2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.
- 2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

3. Authority

- 3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:
- (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities; and
 - (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement.

- (c) Approve interim financial statements and interim MD&A on behalf of the Board of Directors.

4. Duties and Responsibilities

4.1. The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;
- (b) recommending to the Board of Directors the compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;
- (i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;
- (j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- (k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to its dissemination to the public;
- (l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- (m) ensuring the integrity of disclosure controls and internal controls over financial reporting;
- (n) resolving disputes between management and the external auditor regarding financial reporting;
- (o) establishing procedures for:
 - i. the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and

- ii. the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.
 - (p) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
 - (q) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
 - (r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.
- 4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. Meetings

- 5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.
- 5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.
- 5.3. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.
- 5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.
- 5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.
- 5.6. The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.
- 5.7. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.
- 5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

6. Reports

- 6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

7. Minutes

- 7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

EXHIBIT "B"**ARRANGEMENT AGREEMENT**

THIS ARRANGEMENT AGREEMENT is made as of and with effect from the 1st day of March 2011.

BETWEEN:

ARRIS HOLDINGS INC., incorporation number BC0865120, a corporation existing under the laws of British Columbia, with a head office at 1250 West Hastings Street, Vancouver, BC V6E 2M4

("Arris")

AND:

CIELO GOLD CORP, incorporation number BC0901990, a corporation existing under the laws of British Columbia, with a head office at 1250 West Hastings Street, Vancouver, BC V6E 2M4

("Cielo Gold")

WHEREAS:

A. Arris and Cielo Gold have agreed to proceed with a corporate restructuring by way of a statutory plan of arrangement under which:

- (i) the Assets will be transferred to Cielo Gold in exchange for 21,583,372 common shares of Cielo Gold;
- (ii) Arris will reorganize its capital; and
- (iii) Arris will distribute the common shares of Cielo Gold which it receives in exchange for the Assets to the Arris Shareholders;

B. Arris proposes to convene a meeting of the Arris Shareholders to consider the Arrangement under the Arrangement Provisions of the BCBCA, on the terms and conditions set out in the Plan of Arrangement attached as Schedule "C" to this Agreement;

C. The definitions contained in this Agreement are the same as those definitions set out in Schedule "A" attached hereto; and

D. Each of the parties to this Agreement has agreed to participate in and to support the Arrangement.

TERMS OF AGREEMENT

In consideration of the premises and the covenants, agreements, representations, warranties, and payments contained in this Agreement, the parties agree with each other as follows:

ARTICLE 1 INTERPRETATION

1.1 **Definitions:** This Agreement, including the background recitals and attached schedules, unless there is something in the subject matter or context which requires otherwise or unless otherwise specifically provided, each of the words and phrases described in Schedule “A” will have the meanings given to them in Schedule “A” and this Agreement will be interpreted in accordance with the interpretation principles set out in Schedule “A”.

1.2 **Schedules:** Attached to and forming a part of this Agreement are the following Schedules:

- Schedule “A” — Definitions and Interpretation
- Schedule “B” — Arris Assets to be Transferred to Cielo Gold
- Schedule “C” — the Plan of Arrangement

ARTICLE 2 ARRANGEMENT

2.1 **Arrangement:** The parties agree to effect the Arrangement under the Arrangement Provisions on the terms and subject to the conditions contained in this Agreement and the Plan of Arrangement.

2.2 **Effective Date of Arrangement:** The Arrangement will become effective on the Effective Date as set out in the Plan of Arrangement.

2.3 **Filing of Final Material with the Registrar:** Subject to the rights of termination contained in Article 7 below, upon the Arris Shareholders approving the Arrangement by special resolution according to the provisions of the Interim Order and the BCBCA, Arris obtaining the Final Order and the other conditions contained in Article 6 hereof being complied with or waived, Arris on its behalf and on behalf of Cielo Gold will file the records and information required by the Registrar under the Arrangement Provisions in order to effect the Arrangement.

ARTICLE 3 REPRESENTATIONS AND WARRANTIES

3.1 **Representations and Warranties:** Each of the parties hereby represents and warrants to the other that:

- (a) it is a corporation duly incorporated and validly subsisting under the laws of British Columbia;
- (b) it has full capacity and authority to enter into this Agreement and to perform its covenants and obligations under this Agreement;
- (c) it has taken all corporate actions necessary to authorize the execution and delivery of this Agreement and this Agreement has been duly executed and delivered by it;
- (d) neither the execution and delivery of this Agreement nor the performance of any of its covenants and obligations hereunder will constitute a material default under, or be in any material contravention or breach of: (i) any provision of its constituting or governing corporate documents, (ii) any judgment, decree, order, law, statute, rule or regulation applicable to it or (iii) any agreement or instrument to which it is a party or by which it is bound; and

- (e) no dissolution, winding up, bankruptcy, liquidation, or similar proceedings have been commenced or are pending or proposed in respect of it.

ARTICLE 4 COVENANTS

4.1 **Commitment to Effect**: Subject to termination of this Agreement under Article 7, the parties will each use all reasonable efforts and do all things reasonably required to cause the Plan of Arrangement to become effective as soon as possible after approval of the Arrangement by the Arris Shareholders at the Arris Meeting, or by such other date as Arris and Cielo Gold may determine, and in conjunction therewith to cause the conditions described in §6.1 to be complied with or waived, as the case may be, prior to the Effective Date.

4.2 **Obligation to Execute Documents**: Each of the parties covenants with the other that it will do and perform all such acts and things, and execute and deliver all such agreements, assurances, notices and other documents and instruments, as may reasonably be required to facilitate the carrying out of the intent and purpose of this Agreement.

4.3 **Giving Effect to the Arrangement**: The Arrangement will be effected as follows:

- (a) the parties will proceed forthwith to apply for the Interim Order providing for, among other things, the calling and holding of the Arris Meeting for the purpose of, among other things, considering and, if deemed advisable, approving and adopting the Arrangement;
- (b) the Cielo Gold Shareholder(s) will approve the Arrangement by a consent resolution;
- (c) upon obtaining the Interim Order, Arris will call the Arris Meeting and mail the Information Circular and related notice of meeting and form of proxy to the Arris Shareholders;
- (d) if the Arris Shareholders approve the Arrangement as set out in §5.1(b), Arris will take the necessary actions to submit the Arrangement to the Court for approval and grant of the Final Order (subject to the exercise of any discretionary authority granted to Arris' directors by the Arris Shareholders); and
- (e) upon receipt of the Final Order, Arris will, subject to compliance with any of the other conditions provided for in Article 6 and to the rights of termination contained in Article 6, file the material described in §4.3 with the Registrar in accordance with the terms of the Plan of Arrangement.

4.4 **Arris Stock Options and Warrants**: Cielo Gold covenants and agrees, upon the exercise after the Effective Date of any Arris Share Commitments, to issue to the holder of the Arris Share Commitments that number of Cielo Gold Shares that is equal to the number of New Shares acquired upon the exercise of the Arris Share Commitments multiplied by the Exchange Factor, and Arris covenants and agrees to act as agent for Cielo Gold to collect and pay to Cielo Gold a portion of the proceeds received for each Arris Share Commitment so exercised, with the balance of the exercise price to be retained by Arris determined in accordance with the following formula:

$$A = B \times C/D$$

Where:

A is the portion of the proceeds to be received by Cielo Gold for each Arris Share Commitment exercised after the Effective Date;

- B** is the exercise price of the Arris Share Commitment;
- C** is the fair market value of the Assets to be transferred to Cielo Gold under the Arrangement, fair market value to be determined as at the Effective Date by resolution of the board of directors of Arris; and
- D** is the total fair market value of all of the assets of Arris immediately prior to completion of the Arrangement on the Effective Date, which total fair market value will include, for greater certainty, the Assets.

Fractions of Cielo Gold Shares resulting from such calculation will be cancelled as provided for in the Plan of Arrangement.

ARTICLE 5 CONDITIONS

5.1 **Conditions Precedent:** The respective obligations of the parties to complete the transactions contemplated by this Agreement will be subject to the satisfaction of the following conditions:

- (a) the Interim Order will have been granted in form and substance satisfactory to Arris and Cielo Gold;
- (b) the Arrangement and this Agreement, with or without amendment, will have been approved at the Arris Meeting by the Arris Shareholders in accordance with the Arrangement Provisions, the constating documents of Arris, the Interim Order and the requirements of any applicable regulatory authorities;
- (c) the Arrangement and this Agreement, with or without amendment, will have been approved by the Cielo Gold Shareholders to the extent required by, and in accordance with, the Arrangement Provisions and the constating documents of Cielo Gold;
- (d) the Final Order will have been obtained in form and substance satisfactory to Arris and Cielo Gold;
- (e) the Canadian National Stock Exchange will have conditionally approved the Arrangement, including the listing of the Arris Class A Shares in substitution for the Arris Shares, the delisting of the Arris Class A Shares, the listing of the New Shares and the Arris Class A Preferred Shares, the delisting of the Arris Class A Preferred Shares upon their redemption and the listing of the Cielo Gold Shares, as of the Effective Date, subject to compliance with the requirements of the Exchange;
- (f) all other consents, orders, regulations and approvals, including regulatory and judicial approvals and orders required or necessary or desirable for the completion of the transactions provided for in this Agreement and the Plan of Arrangement will have been obtained or received from the Persons, authorities or bodies having jurisdiction in the circumstances, each in form acceptable to Arris and Cielo Gold.
- (g) there will not be in force any order or decree restraining or enjoining the consummation of the transactions contemplated by this Agreement and the Arrangement; and

- (h) this Agreement will not have been terminated under Article 7.

Except for the conditions set forth in this §5.1 which, by their nature, may not be waived, any of the other conditions in this §5.1 may be waived, either in whole or in part, by either Arris or Cielo Gold, as the case may be, at its discretion.

5.2 **Closing**: Unless this Agreement is terminated earlier under the provisions hereof, the parties will meet at the offices of Arris, 1250 West Hastings Street, Vancouver, BC V6E 2M4, at 10:00 a.m. (Vancouver time) on the Closing Date, or at such other time or on such other date as they may mutually agree, and each of them will deliver to the other of them:

- (a) the documents required to be delivered by it hereunder to complete the transactions contemplated hereby, provided that each such document required to be dated the Effective Date will be dated as of, or become effective on, the Effective Date and will be held in escrow to be released upon the occurrence of the Effective Date; and
- (b) written confirmation as to the satisfaction or waiver by it of the conditions in its favour contained in this Agreement.

5.3 **Merger of Conditions**: The conditions set out in §5.1 hereof will be conclusively deemed to have been satisfied, waived, or released upon the occurrence of the Effective Date.

5.4 **Merger of Representations and Warranties**: The representations and warranties in §3.1 will be conclusively deemed to be correct as of the Effective Date and each will accordingly merge in and not survive the effectiveness of the Arrangement.

ARTICLE 6 AMENDMENT AND TERMINATION

6.1 **Amendment**: Subject to any restrictions under the Arrangement Provisions or the Final Order, this Agreement, including the Plan of Arrangement, may at any time and from time to time before or after the holding of the Arris Meeting, but prior to the Effective Date, be amended by agreement of the parties without, subject to applicable law, further notice to or authorization on the part of the Arris Shareholders.

6.2 **Termination**: Subject to §6.3, this Agreement may at any time before or after the holding of the Arris Meeting, and before or after the granting of the Final Order, but in each case prior to the Effective Date, be terminated by direction of the board of directors of Arris without further action on the part of the Arris Shareholders, or by the board of directors of Cielo Gold without further action on the part of the Cielo Gold Shareholder(s), and nothing expressed or implied in this Agreement or in the Plan of Arrangement will be construed as fettering the absolute discretion by the board of directors of Arris or Cielo Gold, respectively, to elect to terminate this Agreement and discontinue efforts to effect the Arrangement for whatever reasons it may consider appropriate.

6.3 **Cessation of Right**: The right of Arris or Cielo Gold or any other party to amend or terminate the Plan of Arrangement under §6.1 and §6.2 will be extinguished upon the occurrence of the Effective Date.

ARTICLE 7 GENERAL

7.1 **Currency**: All amounts of money which are referred to in this Agreement are expressed in lawful money of Canada unless otherwise specified.

7.2 **Notices:** All notices which may or are required to be given under any provision of this Agreement will be given or made in writing and will be delivered or telecopied, addressed as follows:

in the case of Arris:

1250 West Hastings St.
Vancouver, BC V6E 2M4

Attention: President
Facsimile: (604) 408-9301

in the case of Cielo Gold

1250 West Hastings St.
Vancouver, BC V6E 2M4

Attention: President
Facsimile: (604) 408-9301

Assignment: None of the parties may assign its rights or obligations under this Agreement or the Arrangement without the prior consent of the other party.

Binding Effect: This Agreement and the Arrangement will be binding upon and will enure to the benefit of the parties and their respective successors and permitted assigns.

Waiver: Any waiver or release of the provisions of this Agreement, to be effective, must be in writing and executed by the party granting such waiver or release.

Expenses: All expenses incurred by a party in connection with this Agreement, the Arrangement and the transactions contemplated hereby and thereby will be borne by the party that incurred the expense.

Entire Agreement: This Agreement constitutes the entire agreement between the parties with respect to the subject matter of this Agreement and supersedes all prior and contemporaneous agreements, understandings, negotiations and discussions, whether oral or written, of the parties.

Time of Essence: Time is of the essence of this Agreement.

IN WITNESS WHEREOF the parties have executed this Agreement as of the date first above written.

ARRIS HOLDINGS INC.
BC0865120

CIELO GOLD CORP.
BC0901990

“Navchand Jagpal”

Navchand Jagpal
Director

“Lucky Janda”

Lucky Janda
President and CEO

SCHEDULE "A"

DEFINITIONS & INTERPRETATION

1. Definitions

1.1 The following words have the following definitions:

- (a) **"Agreement"** means this agreement including the exhibits attached hereto as same may be amended or restated from time to time;
- (b) **"Arrangement"** means the arrangement under the Arrangement Provisions of the BCBCA as contemplated by the provisions of this Agreement and the Plan of Arrangement;
- (c) **"Arrangement Provisions"** means Division 5 – "Arrangements" of Part 9 – "Company Alterations" of the BCBCA;
- (d) **"Arris Class A Shares"** means the renamed and redesignated Arris Shares as described in §3.1(b)(i) of the Plan of Arrangement;
- (e) **"Arris Class A Preferred Shares"** means the Class "A" preferred shares without par value which Arris will create and issue under §3.1(b)(iii) of the Plan of Arrangement;
- (f) **"Arris Meeting"** means the annual general and special meeting of the Arris Shareholders to be held on April 28, 2011, and any adjournment(s) or postponement(s) thereof, to consider, among other things, and if deemed advisable approve, the Arrangement;
- (g) **"Arris Options"** means share purchase options issued under the Arris Stock Option Plan which are outstanding on the Effective Date;
- (h) **"Arris Share Commitments"** means an obligation of Arris to issue New Shares and to deliver Cielo Gold Shares to the holders of Arris Options and Arris Warrants which are outstanding on the Effective Date, upon the exercise of such stock options and warrants;
- (i) **"Arris Shareholder"** has the meaning ascribed to such term in §3.3 of the Plan of Arrangement;
- (j) **"Arris Shares"** means the common shares without par value in the authorized share structure of Arris, as constituted on the date of this Agreement;
- (k) **"Arris Stock Option Plan"** means the Stock Option Plan of Arris Holdings Inc.;
- (l) **"Arris Warrants"** means share purchase warrants of Arris which are outstanding on the Effective Date;
- (m) **"Assets"** means the assets of Arris to be transferred to Cielo Gold under the Arrangement as described in further detail in Exhibit I hereto;
- (n) **"BCBCA"** means the *Business Corporations Act* (British Columbia), S.B.C. 2002, c.57, as may be amended or replaced from time to time.

- (o) **"Business Day"** means a day which is not a Saturday, Sunday or statutory holiday in Vancouver, British Columbia;
- (p) **"Cielo Gold Commitment"** means the covenant of Cielo Gold described in §4.4 whereby Cielo Gold is obligated to issue Cielo Gold Shares to the holders of Arris Share Commitments who exercise their rights thereunder after the Effective Date, and who are entitled under the corporate reorganization terms thereof to receive New Shares and Cielo Gold Shares upon such exercise;
- (q) **"Cielo Gold Shareholders"** means the shareholders of the Cielo Gold Shares;
- (r) **"Cielo Gold Shares"** means the common shares without par value in the authorized share structure of Cielo Gold as constituted on the date hereof;
- (s) **"Closing Date"** means the date on which the Cielo Gold Shares are listed on the Canadian National Stock Exchange ("CNSX");
- (t) **"Court"** means the Supreme Court of British Columbia;
- (u) **"Effective Date"** will be the Closing Date;
- (v) **"Exchange Factor"** means the number arrived at by dividing 21,583,372 by the number of issued Arris Shares as of the Share Distribution Record Date;
- (w) **"Final Order"** means the final order of the Court approving the Arrangement;
- (x) **"Information Circular"** means the management information circular of Arris to be sent to the Arris Shareholders in connection with the Arris Meeting;
- (y) **"Interim Order"** means the interim order of the Court providing advice and directions in connection with the Arris Meeting and the Arrangement;
- (z) **"Listing Date"** means the date the Cielo Gold Shares are listed on the CNSX;
- (aa) **"New Shares"** means the new class of common shares without par value which Arris will create under §3.1(b)(ii) of the Plan of Arrangement and which, immediately after the Effective Date, will be identical in every relevant respect to the Arris Shares;
- (bb) **"Person"** means and includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, a trustee, executor, administrator or other legal representative and the Crown or any agency or instrumentality thereof;
- (cc) **"Plan of Arrangement"** means the plan of arrangement attached to this Agreement as Schedule C, as amended or restated from time to time;
- (dd) **"Registrar"** means the Registrar of Companies under the BCBCA; and
- (ee) **"Share Distribution Record Date"** means the close of business on the day which is four Business Days after the date of the Arris Meeting or such other date as approved by Arris and Cielo Gold,

which date establishes the Arris Shareholders who will be entitled to receive Cielo Gold Shares under the Plan of Arrangement.

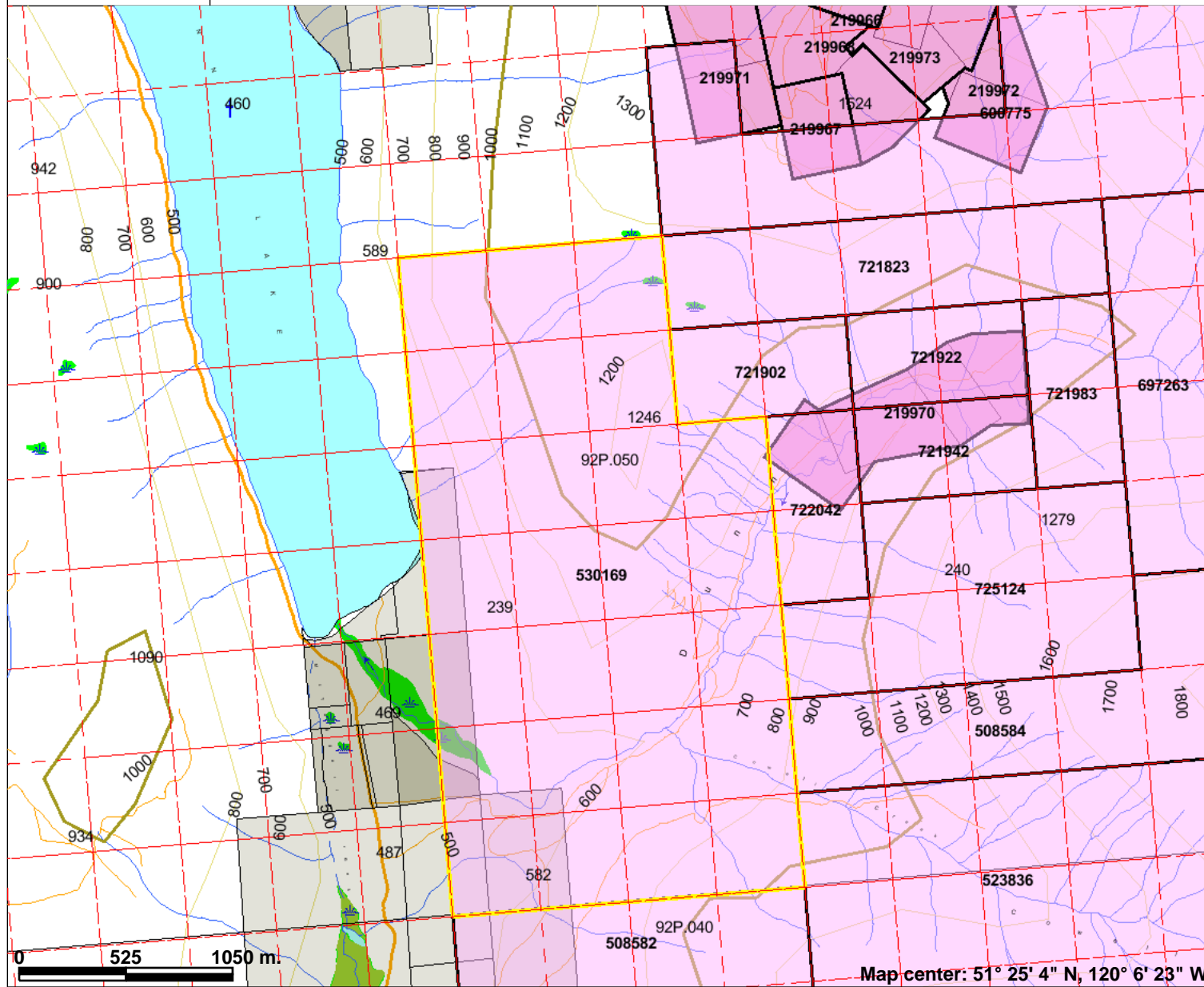
2. Interpretations

- 2.1. **Party's Designate.** Every reference to a party in this Agreement will include any person designated to act for or on its behalf with respect to any provision of this Agreement.
- 2.2. **Approvals.** A reference to "approval", "authorization", or "consent" means written approval, authorization, or consent.
- 2.3. **Jurisdiction.** This Agreement will be construed and enforced in accordance with, and the rights of the parties shall be governed by, the laws of the Province of British Columbia including all limitation periods but excluding all conflicts of law rules that would apply the laws of another jurisdiction.
- 2.4. **Severability.** Each of the provisions contained in this Agreement are distinct and severable and a determination of illegality, invalidity or unenforceability of any such provision or part of this Agreement by a court of competent jurisdiction will not affect the validity or enforceability of any other provision of this Agreement, unless as a result of such determination this Agreement would fail in its essential purposes.
- 2.5. **Gender, Plural, Etc.** Unless the context or the parties require otherwise, in this Agreement wherever the singular or masculine is used it will be construed as if the plural or feminine or neuter, as the case may be, had been used and vice versa. Any reference to a corporate entity includes and is also referenced to any corporate entity that is a successor to such entity.
- 2.6. **Meaning:** Words and phrases used herein (and not otherwise defined) and defined in the BCBCA will have the same meaning herein as in the BCBCA unless the context otherwise requires.
- 2.7. **Inclusive Terms.** The word "or" is not exclusive and "including", when following any general statement, is not limiting and will be construed to refer to all other things that reasonably could fall within the scope of such general statement, whether or not non-limiting language (such as "without limitation") is used with reference thereto. The words "herein", "hereof" and "hereunder" and other words of similar import refer to this Agreement as a whole and not to any particular paragraph, article, section, sub-section or other sub-division.
- 2.8. **Headings.** The headings appearing in this Agreement have been inserted for reference and as a matter of convenience and in no way define, limit, or enlarge the scope of any provision of this Agreement.
- 2.9. **Paragraph Numbers Etc.** Any reference in this Agreement to a numbered section or a subsection or a lettered Schedule refers to the section or subsection in this Agreement that bears that number or the Schedule to this Agreement that bears that letter, unless specifically stated otherwise and a reference to a series of numbers or letters by the first and last numbers or letters of the series includes the number or letter first and last mentioned.
- 2.10. **Legislation.** A reference to a statute includes every amendment to it, every regulation made under it, and any law enacted in substitution for, or in replacement of, it.
- 2.11. **Counterparts:** This Agreement may be executed in one or more counterparts and by facsimile or email transmission, each of which will be deemed to be an original and all of which together will constitute one and the same agreement.
- 2.12. **In Writing.** The words "written" or "in writing" include printing, typewriting or any electronic means of communication capable of being visibly reproduced at the point of reception including telex, telegraph, telecopy, facsimile or electronic mail.
- 2.13. **Time.** Where the time for doing any act falls or expires on a day which is not a Business Day (or at a specified time on a day which is not a Business Day), the time for doing such act will be extended to the next Business Day (or such specified time on the next Business Day).

SCHEDULE “B”
ARRIS ASSETS TO BE TRANSFERRED
TO CIELO GOLD

	September 30, 2010	Addition (sale) (\$)	December 31, 2010		
	Cost (\$)		Cost (\$)	Accumulated Unrealized gain (loss) (\$)	Fair Value (\$)
Publicly traded common shares					
Dessert Gold Ventures Inc. (300,000 shares)	240,000		240,000	120,000	360,000
Maxtech Ventures Inc. (440,000 shares)	264,000		264,000	242,000	506,000
Ona Power Corp. (2,998,000 shares)	509,236		509,236	(383,326)	125,910
Ona Power Corp (200,000 shares)	-	9,085	9,085	(85)	9,000
Global Uranium Corporation (100,000 shares)	7,800		7,800	(7,800)	-
Share purchase warrants of publicly traded shares					
Global Uranium Corporation (100,000 warrants)	4,200		4,200	(4,200)	-
Ona Power Corp. (2,800,000 warrants)	470,400		470,400	(434,000)	36,400
	1,495,636	9,085	1,504,721	(467,411)	1,037,310

530169 - Midge



Legend

- Indian Reserves
- National Parks
- Conservancy Areas
- Parks
- MTO Grid (MTO)
- Blocked by MEM
- Other
- Mineral Tenure (current)
- Mineral Claim
- Mineral Lease
- Mineral Reserves (current)
- Placer Claim Designation
- Placer Lease Designation
- No Staking Reserve
- Conditional Reserve
- Release Required Reserve
- Surface Restriction
- Recreation Area
- Others
- Integrated Cadastral Fabric
- Survey Parcels
- BCGS Grid
- Contours (1:250K)
- Contour - Index
- Contour - Intermediate
- Area of Exclusion
- Area of Indefinite Contours
- Annotation (1:20K)
- Transportation - Points (TRIM)
- Helipad
- Transportation - Lines (TRIM)



Scale: 1:29,732

Map center: 51° 25' 4" N, 120° 6' 23" W

This map is a user generated static output from an Internet mapping site and is for general reference only. Data layers that appear on this map may or may not be accurate, current, or otherwise reliable. THIS MAP IS NOT TO BE USED FOR NAVIGATION.

219970

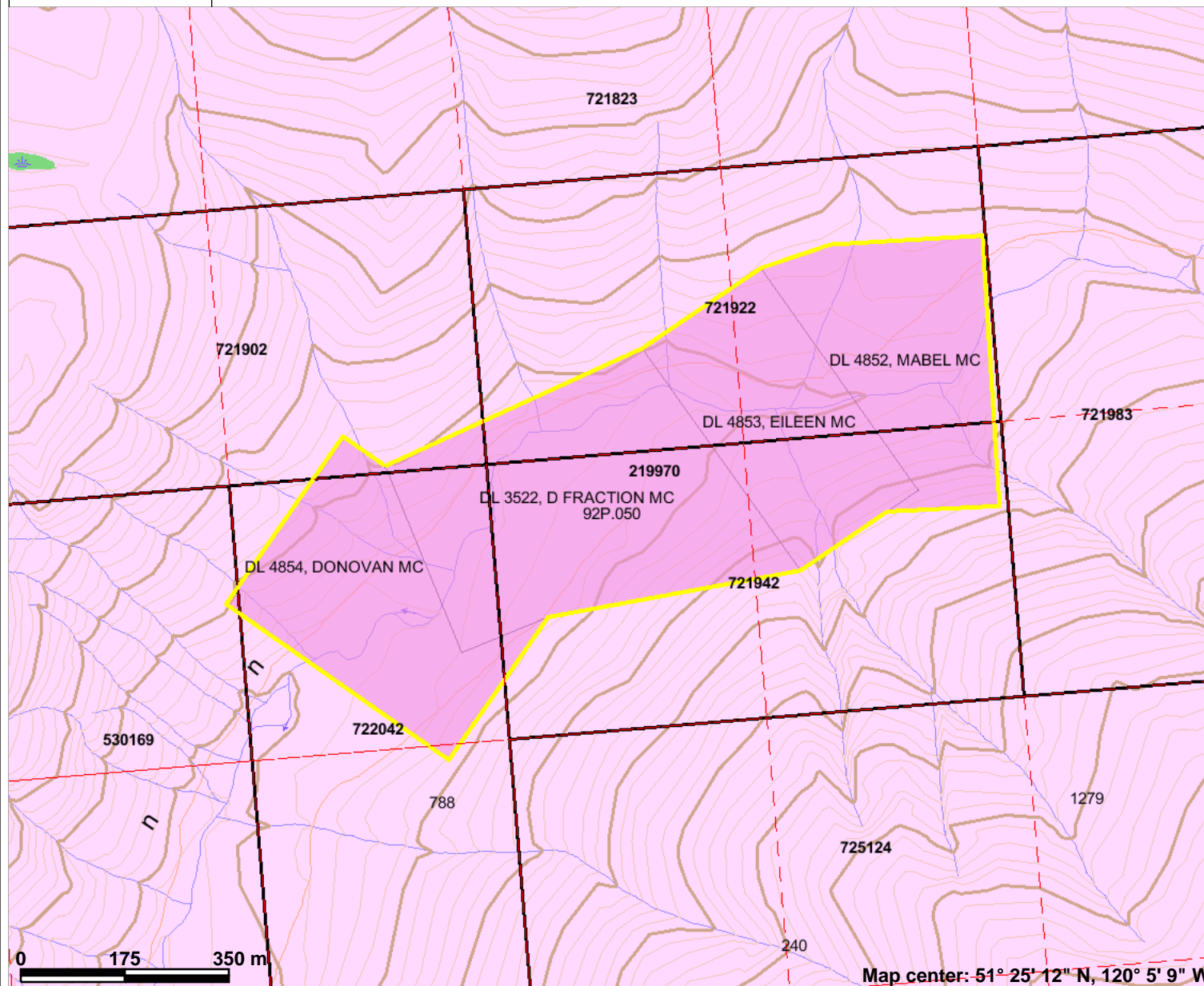


Legend

- Indian Reserves
- National Parks
- Conservancy Areas
- Parks
- MTO Grid (MTO)
- Blocked by MEM
- Other
- Mineral Tenure (current)
- Mineral Claim
- Mineral Lease
- Mineral Reserves (current)
- Placer Claim Designation
- Placer Lease Designation
- No Staking Reserve
- Conditional Reserve
- Release Required Reserve
- Surface Restriction
- Recreation Area
- Others
- Integrated Cadastral Fabric
- Survey Parcels
- BCGS Grid
- Contours (TRIM)
- Contour - Index
- Contour - Index.Indefinite
- Contour - Index.Depression
- Contour - Index.Depression Indefinite
- Contour - Intermediate
- Contour - Intermediate.Indefinite
- Contour - Intermediate.Depression
- Contour - Intermediate.Depression Indefinite
- Area of Exclusion



Scale: 1:10,174



This map is a user generated static output from an Internet mapping site and is for general reference only. Data layers that appear on this map may or may not be accurate, current, or otherwise reliable. THIS MAP IS NOT TO BE USED FOR NAVIGATION.

SCHEDULE "C"

TO THE ARRANGEMENT AGREEMENT BETWEEN

**ARRIS HOLDINGS INC.
AND
CIELO GOLD CORP.**

PLAN OF ARRANGEMENT

**UNDER DIVISION 5 OF PART 9 OF
THE *BUSINESS CORPORATIONS ACT* (BRITISH COLUMBIA)
S.B.C. 2002, c.57**

DEFINITIONS AND INTERPRETATION

1.1 **Definitions:** In this plan of arrangement, unless there is something in the subject matter or context inconsistent therewith, the following capitalized words and terms shall have the following meanings:

- (a) **"Arrangement"** means the arrangement pursuant to the Arrangement Provisions on the terms and conditions set out herein;
- (b) **"Arrangement Agreement"** means the arrangement agreement dated effective March 1, 2011, between Arris Holdings Inc. and Cielo Gold Corp. to which this Exhibit is attached, as may be supplemented or amended from time to time;
- (c) **"Arrangement Provisions"** means Division 5 of Part 9 of the BCBCA;
- (d) **"Arris"** means Arris Holdings Inc., a company existing under the BCBCA;
- (e) **"Arris Class A Shares"** means the renamed and redesignated Arris Shares as described in §3.1(b)(i) of this Plan of Arrangement;
- (f) **"Arris Class A Preferred Shares"** means the Class A preferred shares without par value which Arris will create and issue pursuant to §3.1(b)(iii) of this Plan of Arrangement;
- (g) **"Arris Meeting"** means the annual general and special meeting of the Arris Shareholders and any adjournment(s) or postponement(s) thereof to be held to consider, among other things, and if deemed advisable approve, the Arrangement;
- (h) **"Arris Share Commitments"** means an obligation of Arris to issue New Shares and to deliver Cielo Gold Shares to the holders of Arris Stock Options and Arris Warrants which are outstanding on the Effective Date, upon the exercise of such stock options and warrants;
- (i) **"Arris Shareholder"** has the meaning ascribed to such term in §3.3;

- (j) "**Arris Shares**" means the common shares without par value in the authorized share structure of Arris as constituted on the date hereof;
- (k) "**Arris Stock Option Plan**" means the stock option plan of Arris dated the 2010;
- (l) "**Arris Stock Options**" means share purchase options issued pursuant to the Arris Stock Option Plan which are outstanding on the Effective Date;
- (m) "**Arris Warrants**" means share purchase warrants of Arris that are outstanding on the Effective Date;
- (n) "**Assets**" means the assets of Arris described in Exhibit I to the Arrangement Agreement;
- (o) "**BCBCA**" means the *Business Corporations Act* (British Columbia), S.B.C 2002, c.57, as may be amended or replaced from time to time.
- (p) "**Business Day**" means a day which is not a Saturday, Sunday or statutory holiday in Vancouver, British Columbia;
- (q) "**Cielo Gold**" means Cielo Gold Corp., a company incorporated under the BCBCA;
- (r) "**Cielo Gold Commitment**" means the obligation of Cielo Gold described in §4.4 of the Arrangement Agreement, whereby Cielo Gold is obligated to issue Cielo Gold Shares to the holders of Arris Share Commitments who exercise their rights thereunder after the Effective Date, and who are entitled pursuant to the corporate reorganization terms thereof to receive New Shares and Cielo Gold Shares upon such exercise;
- (s) "**Cielo Gold Shareholders**" means the holders of Cielo Gold Shares;
- (t) "**Cielo Gold Shares**" means the common shares without par value in the authorized share structure of Cielo Gold as constituted on the date hereof;
- (u) "**Company**" means Arris Holdings Inc., a company existing under the BCBCA;
- (v) "**Court**" means the Supreme Court of British Columbia;
- (w) "**Depository**" means Arris;
- (x) "**Distributed Cielo Gold Shares**" means the Cielo Gold Shares that are to be distributed to the Arris Shareholders pursuant to §3.1(a);
- (y) "**Effective Date**" means the date on which the Cielo Gold Shares are listed on the Canadian National Stock Exchange ("CNSX").
- (z) "**Exchange Factor**" means the number arrived at by dividing 21,583,372 by the number of issued Arris Shares as of the Share Distribution Record Date;
- (aa) "**Final Order**" means the final order of the Court approving the Arrangement;

- (bb) **"Interim Order"** means the interim order of the Court providing advice and directions in connection with the Arris Meeting and the Arrangement;
- (cc) **"New Shares"** means the new class of common shares without par value which Arris will create pursuant to §3.1(b)(ii) of this Plan of Arrangement and which, immediately after the Effective Date will be identical in every relevant respect to the Arris Shares;
- (dd) **"Plan of Arrangement"** means this Plan of Arrangement, as may be amended or restated from time to time;
- (ee) **"Registrar"** means the Registrar of Companies under the BCBCA;
- (ff) **"Share Distribution Record Date"** means the close of business on the day which is four Business Days after the date of the Arris Meeting or such other date as agreed to by Arris and Cielo Gold, which date establishes the Arris Shareholders who will be entitled to receive Cielo Gold Shares pursuant to this Plan of Arrangement;
- (gg) **"Tax Act"** means the *Income Tax Act* (Canada), as amended; and
- (hh) **"Transfer Agent"** means Computershare Trust Company of Canada at its principal office in Vancouver, British Columbia.

1.2 **Interpretation Not Affected by Headings:** The division of this Plan of Arrangement into articles, sections, subsections, paragraphs and subparagraphs and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this Plan of Arrangement. Unless otherwise specifically indicated, the terms "this Plan of Arrangement", "hereof", "hereunder" and similar expressions refer to this Plan of Arrangement as a whole and not to any particular article, section, subsection, paragraph or subparagraph and include any agreement or instrument supplementary or ancillary hereto.

1.3 **Number and Gender:** Unless the context otherwise requires, words importing the singular shall include the plural and vice versa, words importing the use of either gender shall include both genders and neuter, and words importing a person shall include a partnership or corporation.

1.4 **Meaning:** Undefined words and phrases used herein that are defined in the BCBCA shall have the same meaning herein as in the BCBCA unless the context otherwise requires.

ARTICLE 2 ARRANGEMENT AGREEMENT

2.1 **Arrangement Agreement:** This Plan of Arrangement is made pursuant and subject to the Arrangement Agreement.

ARTICLE 3 THE ARRANGEMENT

3.1 **The Arrangement:** On the Effective Date, the following shall occur and be deemed to occur in the following chronological order without further act or formality, notwithstanding anything contained in the provisions attaching to any of the securities of Arris or Cielo Gold, but subject to the provisions of Article 5:

- 11) the Company will transfer the Asset to Cielo Gold in consideration for 21,583,372 Cielo Gold Shares (the "**Distributed Cielo Gold Shares**") and the Company will be added to the central securities register of Cielo Gold in respect of such Cielo Gold Shares;
- 12) the authorized share capital of the Company will be changed by:
 - (i) altering the identifying name of the Arris Shares to class A common shares without par value, being the Arris Class A Shares,
 - (ii) creating a class consisting of an unlimited number of common shares without par value (the "**New Shares**"), and
 - (iii) creating a class consisting of an unlimited number of class A preferred shares without par value, having the rights and restrictions described in Exhibit I to the Plan of Arrangement, being the Arris Class A Preferred Shares;
- 13) each issued Arris Class A Share will be exchanged for one New Share and one Arris Class A Preferred Share and, subject to the exercise of a right of dissent, the holders of the Arris Class A Shares will be removed from the central securities register of the Company and will be added to that central securities register as the holders of the number of New Shares and Arris Class A Preferred Shares that they have received on the exchange;
- 14) all of the issued Arris Class A Shares will be cancelled with the appropriate entries being made in the central securities register of the Company, and the aggregate paid-up capital (as that term is used for purposes of the Tax Act) of the Arris Class A Shares immediately prior to the Effective Date will be allocated between the New Shares and the Arris Class A Preferred Shares so that the aggregate paid-up capital of the Arris Class A Preferred Shares is equal to the aggregate fair market value of the Distributed Cielo Gold Shares as of the Effective Date, and each Arris Class A Preferred Share so issued will be issued by the Company at an issue price equal to such aggregate fair market value divided by the number of issued Arris Class A Preferred Shares, such aggregate fair market value of the Distributed Cielo Gold Shares to be determined as at the Effective Date by resolution of the board of directors of the Company;
- 15) the Company will redeem the issued Arris Class A Preferred Shares for consideration consisting solely of the Distributed Cielo Gold Shares such that each holder of Arris Class A Preferred Shares will, subject to the rounding of fractions and the exercise of rights of dissent, receive that number of Cielo Gold Shares that is equal to the number of Arris Class A Preferred Shares held by such holder multiplied by the Exchange Factor;
- 16) the name of each holder of Arris Class A Preferred Shares will be removed as such from the central securities register of the Company, and all of the issued Arris Class A Preferred Shares will be cancelled with the appropriate entries being made in the central securities register of the Company;
- 17) the Distributed Cielo Gold Shares transferred to the holders of the Arris Class A Preferred Shares pursuant to step §(e) above will be registered in the names of the former holders of Arris Class A Preferred Shares and appropriate entries will be made in the central securities register of Cielo Gold;

- 18) the Arris Class A Shares and the Arris Class A Preferred Shares, none of which will be allotted or issued once the steps referred to in steps §(c) and §(e) above are completed, will be cancelled and the authorized share structure of the Company will be changed by eliminating the Arris Class A Shares and the Arris Class A Preferred Shares therefrom;
- 19) the Notice of Articles and Articles of the Company will be amended to reflect the changes to its authorized share structure made pursuant to this Plan of Arrangement; and
- 20) after the Effective Date:
 - (i) all Arris Share Commitments will be exercisable for New Shares and Cielo Gold Shares in accordance with the corporate reorganization terms of such commitments, whereby the acquisition of one Arris Share under an Arris Share Commitment will result in the holder of the Arris Share Commitment receiving one New Share and such number of Cielo Gold Shares equal to the number of New Shares so received multiplied by the Exchange Factor,
 - (ii) pursuant to the Cielo Gold Commitment, Cielo Gold will issue the required number of Cielo Gold Shares upon the exercise of Arris Share Commitments as is directed by the Company, and
 - (iii) the Company will, as agent for Cielo Gold, collect and pay to Cielo Gold a portion of the proceeds received for each Arris Share Commitment so exercised, with the balance of the exercise price to be retained by Arris, as determined in accordance with §4.4 of the Arrangement Agreement.

3.2 **No Fractional shares:** Notwithstanding §3.1(e) and §3.1(j), no fractional Cielo Gold Shares shall be distributed to the Arris Shareholders or the holders of Arris Share Commitments and as a result all fractional share amounts arising under such sections shall be rounded down to the next whole number. Any Distributed Cielo Gold Shares not distributed as a result of this rounding down shall be dealt with as determined by the board of directors of Arris in its absolute discretion.

3.3 **Arris Shareholder:** The holders of the Arris Class A Shares and the holders of New Shares and Arris Class A Preferred Shares referred to in §3.1(c), and the holders of the Arris Class A Preferred Shares referred to in §3.1(e), §3.1(f) and §3.1(g), shall mean in all cases those persons who are Arris Shareholders at the close of business on the Share Distribution Record Date, subject to Article 5.

3.4 **Deemed Time for Redemption:** In addition to the chronological order in which the transactions and events set out in §3.1 shall occur and shall be deemed to occur, the time on the Effective Date for the redemption of the Arris Class A Preferred Shares set out in §3.1(e) shall occur and shall be deemed to occur immediately after the time of listing of the Arris Class A Preferred Shares on the Exchange on the Effective Date.

3.5 **Deemed Fully Paid and Non-Assessable Shares:** All New Shares, Arris Class A Preferred Shares and Cielo Gold Shares issued pursuant to this Plan of Arrangement shall be deemed to be validly issued and outstanding as fully paid and non-assessable shares for all purposes of the BCBCA.

3.6 **Arrangement Effectiveness:** The Arrangement shall become final and conclusively binding on the Arris Shareholders, the Cielo Gold Shareholders, Arris and Cielo Gold on the Effective Date.

3.7 **Supplementary Actions:** Notwithstanding that the transactions and events set out in §3.1 shall occur and shall be deemed to occur in the chronological order therein set out without any act or formality, each of Arris and Cielo Gold shall be required to make, do and execute or cause and procure to be made, done and executed all such further acts, deeds, agreements, transfers, assurances, instruments or documents as may be required to give effect to, or further document or evidence, any of the transactions or events set out in §3.1, including, without limitation, any resolutions of directors authorizing the issue, transfer or redemption of shares, any share transfer powers evidencing the transfer of shares and any receipt therefore, and any necessary additions to or deletions from share registers.

ARTICLE 4 CERTIFICATES

4.1 **Arris Class A Shares:** Recognizing that the Arris Shares shall be renamed and redesignated as Arris Class A Shares pursuant to §3.1(b)(i) and that the Arris Class A Shares shall be exchanged partially for New Shares pursuant to §3.1(c), Arris shall not issue replacement share certificates representing the Arris Class A Shares.

4.2 **Arris' Cielo Gold Shares:** Recognizing that the Distributed Cielo Gold Shares shall be transferred to the Arris Shareholders as consideration for the redemption of the Arris Class A Preferred Shares pursuant to §3.1(e), Cielo Gold shall issue one share certificate representing all of the Distributed Cielo Gold Shares registered in the name of Arris, which share certificate shall be held by the Depositary until the Distributed Cielo Gold Shares are transferred to the Arris Shareholders and such certificate shall then be cancelled by the Depositary. To facilitate the transfer of the Distributed Cielo Gold Shares to the Arris Shareholders as of the Share Distribution Record Date, Arris shall execute and deliver to the Depositary and the Transfer Agent an irrevocable power of attorney authorizing them to distribute and transfer the Distributed Cielo Gold Shares to such Arris Shareholders in accordance with the terms of this Plan of Arrangement and Cielo Gold shall deliver a treasury order or such other direction to effect such issuance to the Transfer Agent as requested by it.

4.3 **Arris Class A Preferred Shares:** Recognizing that all of the Arris Class A Preferred Shares issued to the Arris Shareholders pursuant to §3.1(c) will be redeemed by Arris as consideration for the distribution and transfer of the Distributed Cielo Gold Shares under §3.1(e), Arris shall issue one share certificate representing all of the Arris Class A Preferred Shares issued pursuant to §3.1(e) in the name of the Depositary, to be held by the Depositary for the benefit of the Arris Shareholders until such Arris Class A Preferred Shares are redeemed, and such certificate shall then be cancelled.

4.4 **Delivery of Cielo Gold Share Certificates:** As soon as practicable after the Effective Date, Cielo Gold shall cause to be issued to the registered holders of Arris Shares as of the Share Distribution Record Date, share certificates representing the Cielo Gold Shares to which they are entitled pursuant to this Plan of Arrangement and shall cause such share certificates to be mailed to such registered holders.

4.5 **New Share Certificates:** From and after the Effective Date, share certificates representing Arris Shares immediately before the Effective Date, except for those deemed to have been cancelled pursuant to Article 5, shall for all purposes be deemed to be share certificates representing New Shares, and no new share certificates shall be issued with respect to the New Shares issued in connection with the Arrangement.

4.6 **Interim Period:** Arris Shares traded after the Share Distribution Record Date and prior to the Effective Date shall represent New Shares, and shall not carry any right to receive a portion of the Distributed Cielo Gold Shares.

ARTICLE 5 RIGHTS OF DISSENT

5.1 **Dissent Right**: Notwithstanding §3.1 hereof, holders of Arris Shares may exercise rights of dissent (the "**Dissent Right**") in connection with the Arrangement pursuant to the Interim Order and in the manner set forth in sections 237 - 247 of the BCBCA (collectively the "**Dissent Procedures**").

5.2 **Dealing with Dissenting Shares**: Arris Shareholders who duly exercise Dissent Rights with respect to their Arris Shares ("**Dissenting Shares**") and who:

- (a) are ultimately entitled to be paid fair value for their Dissenting Shares, shall be deemed to have transferred their Dissenting Shares to Arris for cancellation immediately before the Effective Date; or
- (b) for any reason are ultimately not entitled to be paid fair value for their Dissenting Shares, shall be deemed to have participated in the Arrangement on the same basis as a non-dissenting Arris Shareholder and shall receive New Shares and Cielo Gold Shares on the same basis as every other non-dissenting Arris Shareholder, and in no case shall Arris be required to recognize such persons as holding Arris Shares on or after the Effective Date.

5.3 **Reservation of Cielo Gold Shares**: If an Arris Shareholder exercises the Dissent Right, Arris shall on the Effective Date set aside and not distribute that portion of the Distributed Cielo Gold Shares that is attributable to the Arris Shares for which the Dissent Right has been exercised. If the dissenting Arris Shareholder is ultimately not entitled to be paid for their Dissenting Shares, Arris shall distribute to such Arris Shareholder his *pro-rata* portion of the Distributed Cielo Gold Shares. If an Arris Shareholder duly complies with the Dissent Procedures and is ultimately entitled to be paid for their Dissenting Shares, then Arris shall retain the portion of the Distributed Cielo Gold Shares attributable to such Arris Shareholder (the "**Non-Distributed Cielo Gold Shares**"), and the Non-Distributed Cielo Gold Shares shall be dealt with as determined by the board of directors of Arris in its absolute discretion.

ARTICLE 6 REFERENCE DATE

6.1 **Reference Date**: This plan of arrangement is dated for reference the 1st day of March, 2011.

EXHIBIT I

SPECIAL RIGHTS AND RESTRICTIONS FOR ARRIS CLASS A PREFERRED SHARES

The class A preferred shares as a class shall have attached to them the following special rights and restrictions:

Definitions

In these Special Rights and Restrictions,

"**Arrangement**" means the arrangement pursuant to Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) S.B.C 2002, c.57 as contemplated by the Arrangement Agreement,

"**Arrangement Agreement**" means the Arrangement Agreement dated as of the 1st day of March, 2011 , between Arris Holdings Inc. (the "**Company**") and Cielo Gold,

"**Old Common Shares**" means the common shares in the authorized share structure of the Company that have been re-designated as class A common shares without par value pursuant to the Plan of Arrangement,

"**Effective Date**" means the date upon which the Arrangement becomes effective,

(a) "**New Shares**" means the common shares without par value created in the authorized share structure of the Company pursuant to the Plan of Arrangement, and

(b) "**Plan of Arrangement**" means the Plan of Arrangement attached as Exhibit II to the Arrangement Agreement.

(2) The holders of the class A preferred shares are not as such entitled to receive notice of, nor to attend or vote at, any general meeting of the shareholders of the Company.

(3) Class A preferred shares shall only be issued on the exchange of Old Common Shares for New Shares and class A preferred shares pursuant to and in accordance with the Plan of Arrangement.

(4) The capital to be allocated to the class A preferred shares shall be the amount determined in accordance with §3.1(d) of the Plan of Arrangement.

(5) The class A preferred shares shall be redeemable by the Company pursuant to and in accordance with the Plan of Arrangement.

(6) Any class A preferred share that is or is deemed to be redeemed pursuant to and in accordance with the Plan of Arrangement shall be cancelled and may not be reissued.

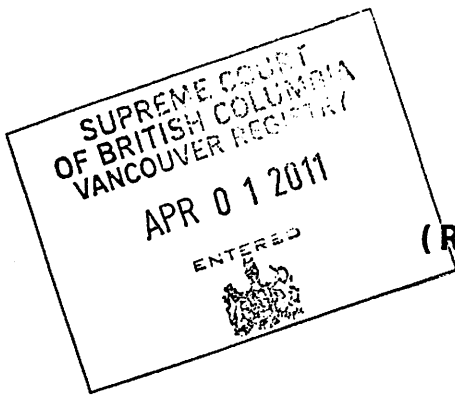


EXHIBIT "C"

FORM 35
(RULES 8-4 (1), 13-1 (3) AND 17-1 (2))

No 112036
Vancouver Registry

In the Supreme Court of British Columbia

Between

ARRIS HOLDINGS INC.

Petitioner

and

THE MATTER OF AN ARRANGEMENT AMONG ARRIS HOLDINGS INC., CIELO GOLD CORP.
AND THE SHAREHOLDERS OF ARRIS HOLDINGS INC.

Respondents

ORDER MADE AFTER APPLICATION

☒ BEFORE THE HONOURABLE

MR. JUSTICE WILLCOCK

)
)
)
) 01 Apr 2011
)
)
)
)
)
)

ON THE APPLICATION of an EX-PARTE APPLICATION of the Petitioner for an interim order for direction of the Court in connection with a proposed arrangement pursuant to Sections 288 and 291 of the Business Corporations Act (British Columbia), S.B.C. 2002 c.57 as amended (the "BCBCA")

☐ coming on for hearing at VANCOUVER on

APRIL 1, 2011.

and on hearing

and

☒ without notice coming on for hearing at Vancouver, BC on

01 Apr 2011

and on hearing

Navchand Jagpal

☐ without a hearing and on reading the materials filed by

and

THIS COURT ORDERS that:

[If any of the following orders are by consent, indicate that fact by adding the words "By consent," to the beginning of the description of the order]

1 THE MEETING

A. Arris Holdings Inc. ("Arris") is authorized and directed to call, hold and conduct an annual and special meeting (the "Meeting") of the common shareholders of Arris (the "Arris Shareholders") to be held at 10:00 am on April 28, 2011, at 1250 West Hastings Street, Vancouver, BC or such other location in Vancouver, British Columbia to be determined by Arris.

B. At the Meeting the Arris Shareholders will, inter alia, consider, and if deemed advisable, approve, with or without variation, a special resolution (the "Arrangement Resolution") adopting, with or without amendment, the arrangement (the "Arrangement") involving Arris, the Arris Shareholders and Cielo Gold Corp. ("Cielo Gold") as set forth more particularly in the plan of arrangement (the "Plan of Arrangement") attached as Exhibit "B" to the Affidavit #1 of Catherine Lorraine Pike sworn March 29, 2011 (the "Affidavit") and filed herein.

C. The Meeting will be called, held and conducted in accordance with the Notice of Special Meeting to be delivered to the Arris Shareholders in substantially the form attached to and forming part of the Management Information Circular attached as Exhibit "C" to the Affidavit (the "Circular"), and in accordance with applicable provisions of the BCBCA, the articles of Arris, the *Securities Act* (British Columbia), R.S.B.C. 1996, c.418, as amended (the "Securities Act"), and related rules and policies, the terms of this Order (the "Interim Order") and any further Order of this Court, the rulings and directions of the Chairman of the Meeting, and, to the extent of any inconsistency or discrepancy between the Interim Order and the terms of any of the foregoing, the Interim Order will govern.

2 RECORD DATE AND NOTICE

D. The record date for determination of the Arris Shareholders entitled to receive the notice of Meeting, the Circular and a form of proxy (the "Meeting Materials") will be the close of business

(Vancouver time) on March 4, 2011 (the "Record Date") or such other date as the directors of Arris may determine in accordance with the Articles of Arris, the BCBCA and the Securities Act, and disclosed in the Meeting Materials.

3 NOTICE OF MEETING

E. The Meeting Materials, with such amendments or additional documents as counsel for Arris may advise are necessary or desirable, and that are not inconsistent with the terms of this Interim Order, and a copy of this Interim Order, will be sent at least twenty-one (21) days prior to the date of the Meeting, to:

(a) Arris Shareholders who are registered shareholders on the Record Date and to brokerage intermediaries on behalf of beneficial Arris Shareholders where applicable, by prepaid ordinary mail addressed to each registered Arris Shareholder at his, her or its address as maintained by the registrar and transfer agent of Arris or delivery of same by courier service or by facsimile transmission or e-mail transmission to any such Arris Shareholder who identifies himself, herself, or itself to the satisfaction of Arris and who requests such courier, facsimile or e-mail transmission; and

(b) the directors and auditors of Arris by prepaid ordinary mail, facsimile or e-mail transmission.

F. The accidental failure or omission by Arris to give notice of the Meeting or the Petition to any person in accordance with this Interim Order, as a result of mistake or of events beyond the reasonable control of Arris (including, without limitation, any inability to utilize postal services) shall not constitute a breach of this Interim Order or a defect in the calling of the Meeting and shall not invalidate any resolution passed or proceedings taken at the Meeting, but if any such accidental failure or omission is brought to the attention of Arris then it shall use reasonable best efforts to rectify it by the method and the time most reasonably practicable in the circumstances. Such rectified notice shall be deemed to be good and sufficient notice of the Meeting and/or this Petition, as the case may be.

G. The distribution of the Meeting Materials pursuant to paragraph E of this Interim Order shall constitute good and sufficient notice of the Meeting to registered and non-registered Shareholders, to the directors of Arris and to the auditors of Arris.

H. Arris is hereby authorized to make such amendments, revisions or supplements to the Meeting Materials ("Additional Information") in accordance with the terms of the Arrangement, as Arris

may determine to be necessary or desirable and notice of such Additional Information may be communicated to Arris Shareholders by news release, newspaper advertisement or one of the methods by which the Meeting Materials will be distributed.

4 DEEMED RECEIPT OF MEETING MATERIALS

I. The Meeting Materials will be deemed, for the purposes of this Interim Order, to have been received by the Arris Shareholders:

a. In the case of mailing to registered Arris Shareholders or, in the case of delivery by courier of materials to brokerage intermediaries, five days after delivery thereof to the post office or acceptance by the courier service, respectively; and

b. In the case of delivery by courier, facsimile transmission or e-mail transmission directly to a registered Arris Shareholder, the business day after such delivery or transmission of same.

J. Subject to other provisions of this Interim Order, no other form of service or delivery of the Meeting Materials or any portion thereof need be made, or notice given, or other material served in respect of the Meeting to any persons described in paragraph E of this Interim Order or to any other persons.

5 PERMITTED ATTENDEES

K. The persons entitled to attend the Meeting will be Arris Shareholders of record as of the close of business (Vancouver time) on the Record Date, their respective proxies, the officers, directors and advisors of Arris and such other persons who receive the consent of the Chairman of the Meeting to attend.

6 VOTING AT THE MEETING

L. The only persons permitted to vote at the Meeting will be the registered Arris Shareholders as of the close of business (Vancouver time) on the Record Date or their valid proxy holders as described in the Circular and as determined by the Chairman of the Meeting upon consultation with the Scrutineer (as hereinafter defined) and legal counsel to Arris.

M. The requisite approval of the Arrangement Resolution will be 66 2/3% of the votes cast on the resolution by the Arris Shareholders present in person or by proxy at the Meeting. Each common share of Arris voted will carry one vote.

N. A quorum for the Meeting will be the quorum required by the Articles of Arris.

O. In all other respects, the terms, restrictions and conditions of the constating documents of Arris will apply in respect of the Meeting.

P. For the purposes of the Meeting, any spoiled votes, illegible votes, defective votes and abstentions shall be deemed to be votes not cast. Proxies that are properly signed and dated but which do not contain voting instructions shall be voted in favour of the Arrangement Resolution.

7 ADJOURNMENT OF MEETING

Q. Notwithstanding any provision of the BCBCA or the Articles of Arris, the board of directors of Arris shall be entitled if it deems advisable, to adjourn or postpone the Meeting on one or more occasions without the necessity of first convening the Meeting or first obtaining any vote of the Arris Shareholders respecting the adjournment or postponement and without the need for approval of the Court.

R. The Record Date for Arris Shareholders entitled to notice of and to vote at the Meeting will not change in respect of adjournments or postponements of the Meeting.

8 AMENDMENTS

S. Arris is authorized to make such amendments, revisions or supplements to the Plan of Arrangement as it may determine, provided it has obtained any required consents, and the Plan of Arrangement as so amended, revised or supplemented will be the Plan of Arrangement which is submitted to the Meeting and which will thereby become the subject of the Arrangement Resolution.

SCRUTINEER

T. A representative of Arris' registrar and transfer agent (or any agent thereof) (the "Scrutineer"),

will be authorized to act as Scrutineer for the Meeting.

9 PROXY SOLICITATION

U. Arris is authorized to permit the Arris Shareholders to vote by proxy using the form of proxy, in substantially the same form as attached as Exhibit "C" to the Affidavit. Arris is authorized, at its expense, to solicit proxies, directly and through its officers, directors and employees, and through such agents or representatives as it may retain for the purpose and by mail or such other forms of personal or electronic communications as it may determine.

V. Arris may in its discretion waive the time limits for the deposit of proxies by the Arris Shareholders if Arris deems it reasonable to do so.

10 DISSENT RIGHTS

W. The Arris Shareholders will, as set out in the Plan of Arrangement, be permitted to dissent from the Arrangement Resolution in accordance with the dissent procedures set forth in Division 2 of Part 8 of the BCBCA, strictly applied and as maybe modified by the Plan of Arrangement.

11 SERVICE OF COURT MATERIALS

X. Arris will include in the Meeting Materials a copy of this Interim Order and the Notice of Hearing of Petition and will make available to any Arris Shareholder requesting same, a copy of each of the Petition herein and the accompanying Affidavit (collectively the "Court Materials"). The service of the Petition and Affidavit in support of the within proceedings to any Arris Shareholder requesting same is hereby dispensed with.

Y. Delivery of the Court Materials given in accordance with this Interim Order will constitute good, sufficient and timely service of such Court Materials upon all persons who are entitled to receive the Court Materials pursuant to this Interim Order and no other form of service need be made and no other material need to be served on such persons in respect of these proceedings.

12 FINAL APPROVAL HEARING

Z. Upon the approval by the Arris Shareholders of the Plan of Arrangement in the manner set forth in this Interim Order, Arris may apply for an order of this Honourable Court approving the Plan of Arrangement (the "**Final Order**") and that the Petition be set down for hearing before the presiding Judge in Chambers at the Courthouse at 800 Smithe Street, Vancouver, British Columbia at 9:45 am on May 6, 2011 or such later date as Arris may be heard.

AA. The Court shall consider at the hearing for the Final Order, the fairness of the terms and conditions of the Arrangement, as provided for in the Arrangement, and the rights and interest of every person affected thereby.

BB. Any Arris Shareholder has the right to appear (either in person or by counsel) and make submissions at the hearing of the application for the Final Order provided that such Arris Shareholder shall file a Response to Petition, in the form prescribed by the Rules of Court of the Supreme Court of British Columbia, with this Court and deliver a copy of the filed Response together with a copy of all materials on which such Arris Shareholder intends to rely at the application for the Final Order, including an outline of such Arris Shareholder's proposed submissions to the Petitioner at Arris Holdings Inc., 1250 West Hastings Street, Vancouver, BC V6E 2M4, Attention: Lorraine Pike at or before 10:00 am on April 26, 2011, subject to the direction of this Honourable Court.

CC. If the application for the Final Order is adjourned, only those persons who have filed and delivered a Response in accordance with the preceding paragraph of this Interim Order, need to be served with notice of the adjourned date.

DD. The Petitioner shall not be required to comply with Rules 8-1, 8-2 and 16-1 of the Rules of the Court in relation to the hearing of the Final Order approving the Plan of Arrangement and such rules will not apply to any application to vary this Interim Order.

13 VARIANCE

EE. Arris is at liberty to apply to this Honourable Court to vary this Interim Order or for advice and direction with respect to the Plan of Arrangement or any of the matters related to this Interim Order and such further and other relief as this Honourable Court may consider just.

THE FOLLOWING PARTIES APPROVE THE FORM OF THIS ORDER AND CONSENT TO EACH OF THE ORDERS, IF ANY, THAT ARE INDICATED ABOVE AS BEING BY CONSENT

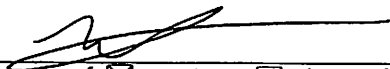
[A signature line in the following form must be completed and signed by or for each approving party.]

Navchand Jagpal

Digitally signed by Navchand Jagpal
DN: cn=Navchand Jagpal, o=Arts Holdings Inc.,
ou=Corporate, email=artsholdings@corpsec.ca, c=CA
Date: 2011.03.29 12:41:34 -0700

Signature of ☒ party ☐ lawyer for

Navchand Jagpal


Signature of ☒ party ☐ lawyer for

Date:

April 1, 2011

By the Court.



Registrar

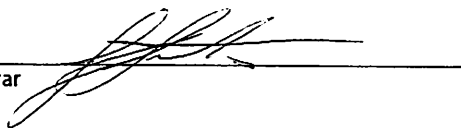




EXHIBIT "D"

Division 2 — Dissent Proceedings

Definitions and application

237 (1) In this Division:

"**dissenter**" means a shareholder who, being entitled to do so, sends written notice of dissent when and as required by section 242;

"**notice shares**" means, in relation to a notice of dissent, the shares in respect of which dissent is being exercised under the notice of dissent;

"**payout value**" means,

(a) in the case of a dissent in respect of a resolution, the fair value that the notice shares had immediately before the passing of the resolution,

(b) in the case of a dissent in respect of an arrangement approved by a court order made under section 291 (2) (c) that permits dissent, the fair value that the notice shares had immediately before the passing of the resolution adopting the arrangement, or

(c) in the case of a dissent in respect of a matter approved or authorized by any other court order that permits dissent, the fair value that the notice shares had at the time specified by the court order,

excluding any appreciation or depreciation in anticipation of the corporate action approved or authorized by the resolution or court order unless exclusion would be inequitable.

(2) This Division applies to any right of dissent exercisable by a shareholder except to the extent that

(a) the court orders otherwise, or

(b) in the case of a right of dissent authorized by a resolution referred to in section 238 (1) (g), the court orders otherwise or the resolution provides otherwise.

Right to dissent

238 (1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent as follows:

(a) under section 260, in respect of a resolution to alter the articles to alter restrictions on the powers of the company or on the business it is permitted to carry on;

(b) under section 272, in respect of a resolution to adopt an amalgamation agreement;

(c) under section 287, in respect of a resolution to approve an amalgamation under Division 4 of Part 9;

(d) in respect of a resolution to approve an arrangement, the terms of which arrangement permit dissent;

(e) under section 301 (5), in respect of a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;

(f) under section 309, in respect of a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;

(g) in respect of any other resolution, if dissent is authorized by the resolution;

(h) in respect of any court order that permits dissent.

(2) A shareholder wishing to dissent must

(a) prepare a separate notice of dissent under section 242 for

(i) the shareholder, if the shareholder is dissenting on the shareholder's own behalf, and

(ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is dissenting,

- (b) identify in each notice of dissent, in accordance with section 242 (4), the person on whose behalf dissent is being exercised in that notice of dissent, and
 - (c) dissent with respect to all of the shares, registered in the shareholder's name, of which the person identified under paragraph (b) of this subsection is the beneficial owner.
- (3) Without limiting subsection (2), a person who wishes to have dissent exercised with respect to shares of which the person is the beneficial owner must
- (a) dissent with respect to all of the shares, if any, of which the person is both the registered owner and the beneficial owner, and
 - (b) cause each shareholder who is a registered owner of any other shares of which the person is the beneficial owner to dissent with respect to all of those shares.

Waiver of right to dissent

- 239** (1) A shareholder may not waive generally a right to dissent but may, in writing, waive the right to dissent with respect to a particular corporate action.
- (2) A shareholder wishing to waive a right of dissent with respect to a particular corporate action must
- (a) provide to the company a separate waiver for
 - (i) the shareholder, if the shareholder is providing a waiver on the shareholder's own behalf, and
 - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is providing a waiver, and
 - (b) identify in each waiver the person on whose behalf the waiver is made.
- (3) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on the shareholder's own behalf, the shareholder's right to dissent with respect to the particular corporate action terminates in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and this Division ceases to apply to
- (a) the shareholder in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and
 - (b) any other shareholders, who are registered owners of shares beneficially owned by the first mentioned shareholder, in respect of the shares that are beneficially owned by the first mentioned shareholder.
- (4) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on behalf of a specified person who beneficially owns shares registered in the name of the shareholder, the right of shareholders who are registered owners of shares beneficially owned by that specified person to dissent on behalf of that specified person with respect to the particular corporate action terminates and this Division ceases to apply to those shareholders in respect of the shares that are beneficially owned by that specified person.

Notice of resolution

- 240** (1) If a resolution in respect of which a shareholder is entitled to dissent is to be considered at a meeting of shareholders, the company must, at least the prescribed number of days before the date of the proposed meeting, send to each of its shareholders, whether or not their shares carry the right to vote,
- (a) a copy of the proposed resolution, and
 - (b) a notice of the meeting that specifies the date of the meeting, and contains a statement advising of the right to send a notice of dissent.
- (2) If a resolution in respect of which a shareholder is entitled to dissent is to be passed as a consent resolution of shareholders or as a resolution of directors and the earliest date on which that resolution can be passed is specified in the resolution or in the statement referred to in paragraph (b), the company may, at

least 21 days before that specified date, send to each of its shareholders, whether or not their shares carry the right to vote,

- (a) a copy of the proposed resolution, and
- (b) a statement advising of the right to send a notice of dissent.

(3) If a resolution in respect of which a shareholder is entitled to dissent was or is to be passed as a resolution of shareholders without the company complying with subsection (1) or (2), or was or is to be passed as a directors' resolution without the company complying with subsection (2), the company must, before or within 14 days after the passing of the resolution, send to each of its shareholders who has not, on behalf of every person who beneficially owns shares registered in the name of the shareholder, consented to the resolution or voted in favour of the resolution, whether or not their shares carry the right to vote,

- (a) a copy of the resolution,
- (b) a statement advising of the right to send a notice of dissent, and
- (c) if the resolution has passed, notification of that fact and the date on which it was passed.

(4) Nothing in subsection (1), (2) or (3) gives a shareholder a right to vote in a meeting at which, or on a resolution on which, the shareholder would not otherwise be entitled to vote.

Notice of court orders

241 If a court order provides for a right of dissent, the company must, not later than 14 days after the date on which the company receives a copy of the entered order, send to each shareholder who is entitled to exercise that right of dissent

- (a) a copy of the entered order, and
- (b) a statement advising of the right to send a notice of dissent.

Notice of dissent

242 (1) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (a), (b), (c), (d), (e) or (f) must,

- (a) if the company has complied with section 240 (1) or (2), send written notice of dissent to the company at least 2 days before the date on which the resolution is to be passed or can be passed, as the case may be,
- (b) if the company has complied with section 240 (3), send written notice of dissent to the company not more than 14 days after receiving the records referred to in that section, or
- (c) if the company has not complied with section 240 (1), (2) or (3), send written notice of dissent to the company not more than 14 days after the later of
 - (i) the date on which the shareholder learns that the resolution was passed, and
 - (ii) the date on which the shareholder learns that the shareholder is entitled to dissent.

(2) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (g) must send written notice of dissent to the company

- (a) on or before the date specified by the resolution or in the statement referred to in section 240 (2) (b) or (3) (b) as the last date by which notice of dissent must be sent, or
- (b) if the resolution or statement does not specify a date, in accordance with subsection (1) of this section.

(3) A shareholder intending to dissent under section 238 (1) (h) in respect of a court order that permits dissent must send written notice of dissent to the company

- (a) within the number of days, specified by the court order, after the shareholder receives the records referred to in section 241, or
- (b) if the court order does not specify the number of days referred to in paragraph (a) of this subsection, within 14 days after the shareholder receives the records referred to in section 241.

(4) A notice of dissent sent under this section must set out the number, and the class and series, if applicable, of the notice shares, and must set out whichever of the following is applicable:

- (a) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner and the shareholder owns no other shares of the company as beneficial owner, a statement to that effect;
- (b) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner but the shareholder owns other shares of the company as beneficial owner, a statement to that effect and
 - (i) the names of the registered owners of those other shares,
 - (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
 - (iii) a statement that notices of dissent are being, or have been, sent in respect of all of those other shares;
- (c) if dissent is being exercised by the shareholder on behalf of a beneficial owner who is not the dissenting shareholder, a statement to that effect and
 - (i) the name and address of the beneficial owner, and
 - (ii) a statement that the shareholder is dissenting in relation to all of the shares beneficially owned by the beneficial owner that are registered in the shareholder's name.

(5) The right of a shareholder to dissent on behalf of a beneficial owner of shares, including the shareholder, terminates and this Division ceases to apply to the shareholder in respect of that beneficial owner if subsections (1) to (4) of this section, as those subsections pertain to that beneficial owner, are not complied with.

Notice of intention to proceed

243 (1) A company that receives a notice of dissent under section 242 from a dissenter must,

- (a) if the company intends to act on the authority of the resolution or court order in respect of which the notice of dissent was sent, send a notice to the dissenter promptly after the later of
 - (i) the date on which the company forms the intention to proceed, and
 - (ii) the date on which the notice of dissent was received, or
- (b) if the company has acted on the authority of that resolution or court order, promptly send a notice to the dissenter.

(2) A notice sent under subsection (1) (a) or (b) of this section must

- (a) be dated not earlier than the date on which the notice is sent,
- (b) state that the company intends to act, or has acted, as the case may be, on the authority of the resolution or court order, and
- (c) advise the dissenter of the manner in which dissent is to be completed under section 244.

Completion of dissent

244 (1) A dissenter who receives a notice under section 243 must, if the dissenter wishes to proceed with the dissent, send to the company or its transfer agent for the notice shares, within one month after the date of the notice,

- (a) a written statement that the dissenter requires the company to purchase all of the notice shares,
- (b) the certificates, if any, representing the notice shares, and
- (c) if section 242 (4) (c) applies, a written statement that complies with subsection (2) of this section.

(2) The written statement referred to in subsection (1) (c) must

- (a) be signed by the beneficial owner on whose behalf dissent is being exercised, and

- (b) set out whether or not the beneficial owner is the beneficial owner of other shares of the company and, if so, set out
 - (i) the names of the registered owners of those other shares,
 - (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
 - (iii) that dissent is being exercised in respect of all of those other shares.
- (3) After the dissenter has complied with subsection (1),
 - (a) the dissenter is deemed to have sold to the company the notice shares, and
 - (b) the company is deemed to have purchased those shares, and must comply with section 245, whether or not it is authorized to do so by, and despite any restriction in, its memorandum or articles.
- (4) Unless the court orders otherwise, if the dissenter fails to comply with subsection (1) of this section in relation to notice shares, the right of the dissenter to dissent with respect to those notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares.
- (5) Unless the court orders otherwise, if a person on whose behalf dissent is being exercised in relation to a particular corporate action fails to ensure that every shareholder who is a registered owner of any of the shares beneficially owned by that person complies with subsection (1) of this section, the right of shareholders who are registered owners of shares beneficially owned by that person to dissent on behalf of that person with respect to that corporate action terminates and this Division, other than section 247, ceases to apply to those shareholders in respect of the shares that are beneficially owned by that person.
- (6) A dissenter who has complied with subsection (1) of this section may not vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, other than under this Division.

Payment for notice shares

- 245** (1) A company and a dissenter who has complied with section 244 (1) may agree on the amount of the payout value of the notice shares and, in that event, the company must
- (a) promptly pay that amount to the dissenter, or
 - (b) if subsection (5) of this section applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.
- (2) A dissenter who has not entered into an agreement with the company under subsection (1) or the company may apply to the court and the court may
- (a) determine the payout value of the notice shares of those dissenters who have not entered into an agreement with the company under subsection (1), or order that the payout value of those notice shares be established by arbitration or by reference to the registrar, or a referee, of the court,
 - (b) join in the application each dissenter, other than a dissenter who has entered into an agreement with the company under subsection (1), who has complied with section 244 (1), and
 - (c) make consequential orders and give directions it considers appropriate.
- (3) Promptly after a determination of the payout value for notice shares has been made under subsection (2)
- (a) of this section, the company must
 - (a) pay to each dissenter who has complied with section 244 (1) in relation to those notice shares, other than a dissenter who has entered into an agreement with the company under subsection (1) of this section, the payout value applicable to that dissenter's notice shares, or
 - (b) if subsection (5) applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.
 - (4) If a dissenter receives a notice under subsection (1) (b) or (3) (b),

(a) the dissenter may, within 30 days after receipt, withdraw the dissenter's notice of dissent, in which case the company is deemed to consent to the withdrawal and this Division, other than section 247, ceases to apply to the dissenter with respect to the notice shares, or

(b) if the dissenter does not withdraw the notice of dissent in accordance with paragraph (a) of this subsection, the dissenter retains a status as a claimant against the company, to be paid as soon as the company is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the company but in priority to its shareholders.

(5) A company must not make a payment to a dissenter under this section if there are reasonable grounds for believing that

(a) the company is insolvent, or

(b) the payment would render the company insolvent.

Loss of right to dissent

246 The right of a dissenter to dissent with respect to notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares, if, before payment is made to the dissenter of the full amount of money to which the dissenter is entitled under section 245 in relation to those notice shares, any of the following events occur:

(a) the corporate action approved or authorized, or to be approved or authorized, by the resolution or court order in respect of which the notice of dissent was sent is abandoned;

(b) the resolution in respect of which the notice of dissent was sent does not pass;

(c) the resolution in respect of which the notice of dissent was sent is revoked before the corporate action approved or authorized by that resolution is taken;

(d) the notice of dissent was sent in respect of a resolution adopting an amalgamation agreement and the amalgamation is abandoned or, by the terms of the agreement, will not proceed;

(e) the arrangement in respect of which the notice of dissent was sent is abandoned or by its terms will not proceed;

(f) a court permanently enjoins or sets aside the corporate action approved or authorized by the resolution or court order in respect of which the notice of dissent was sent;

(g) with respect to the notice shares, the dissenter consents to, or votes in favour of, the resolution in respect of which the notice of dissent was sent;

(h) the notice of dissent is withdrawn with the written consent of the company;

(i) the court determines that the dissenter is not entitled to dissent under this Division or that the dissenter is not entitled to dissent with respect to the notice shares under this Division.

Shareholders entitled to return of shares and rights

247 If, under section 244 (4) or (5), 245 (4) (a) or 246, this Division, other than this section, ceases to apply to a dissenter with respect to notice shares,

(a) the company must return to the dissenter each of the applicable share certificates, if any, sent under section 244 (1) (b) or, if those share certificates are unavailable, replacements for those share certificates,

(b) the dissenter regains any ability lost under section 244 (6) to vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, and

(c) the dissenter must return any money that the company paid to the dissenter in respect of the notice shares under, or in purported compliance with, this Division.

EXHIBIT “E”

ARRIS HOLDINGS INC.

Pro-Forma Consolidated Balance Sheet

September 30, 2010

(Prepared by Management - Unaudited)

(Stated in Canadian Dollars)

ARRIS HOLDINGS INC.
PRO-FORMA CONSOLIDATED BALANCE SHEET
(Unaudited-stated in Canadian dollars)
September 30, 2010

	<u>Arris Holdings Inc.</u>		<u>Pro-forma Adjustments (Note 2)</u>	<u>Arris Holdings Inc. Pro-forma</u>
ASSETS				
Current				
Cash	\$ -	d	140,000 (11,358)	\$ 94,557
		e	(20,000)	
		f	(5,000)	
		g	(9,085)	
Investments	1,063,260	a	(1,037,310)	-
		g	9,000	
		h	(34,950)	
Note receivable	50,736			50,736
Distributed Cielo Shares (Note 2a)	-	a	1,037,310	-
		c	(1,037,310)	
Due from Cielo		f	5,000	5,000
HST receivable	4,936			4,936
	<u>\$ 1,118,932</u>			<u>\$ 155,229</u>
LIABILITIES				
Current				
Bank indebtedness	\$ 11,358	d	(11,358)	\$ -
Accounts payable and accrued liabilities	40,177			40,177
	<u>51,535</u>			<u>40,177</u>
SHAREHOLDERS' EQUITY				
Share capital –common share	1,544,000	b	(1,037,310)	686,690
		d	180,000	
-preferred share	-	b	1,037,310	
		c	(1,037,310)	
Contributed surplus	40,000	d	(40,000)	-
Deficit	(516,603)	e	(20,000)	(571,638)
		g	(85)	
		h	(34,950)	
	<u>1,067,397</u>			<u>115,052</u>
	<u>\$ 1,118,932</u>			<u>\$ 155,229</u>

See Accompanying notes to the unaudited pro-forma consolidated balance sheet

ARRIS HOLDINGS INC.
Notes to the Pro-forma Consolidated Balance Sheet
September 30, 2010
(Unaudited - stated in Canadian dollars)

BASIS OF PRESENTATION

Arris Holdings Inc. ("AHI" or the "Company") has entered into an arrangement agreement ("Agreement") with its wholly owned subsidiary Cielo Gold Corp. ("Cielo") to execute a proposed plan of arrangement ("Arrangement") in connection with the reorganization of the Company's investments in marketable securities ("Investments").

This unaudited pro-forma consolidated balance sheet has been compiled for the purpose of inclusion in the Management Information Circular of the Company dated March 28, 2011, in connection with the Arrangement. A pro-forma presentation of operations for the period ending September 30, 2010 is not considered practicable in this circumstance nor would it provide any meaningful information to financial statement users.

This unaudited pro-forma consolidated balance sheet has been derived from the audited consolidated balance sheet of the Company as at September 30, 2010 and gives effect to the Company's proposed Arrangement under the Business Corporations Act (British Columbia), as described herein. Upon completion of the Arrangement, as more fully described in Note 2, the Company's Investments will be owned by Cielo, which itself will be owned directly by the shareholders of the Company.

This pro-forma consolidated balance sheet has been prepared as if the Arrangement had occurred on September 30, 2010 and that the adjustments disclosed in Note 2 had occurred on the same date. In the opinion of management, the pro-forma consolidated balance sheet includes all the adjustments necessary for fair presentation in accordance with Canadian generally accepted accounting principles, inclusive of the effect of the assumptions disclosed in Note 3.

This pro-forma consolidated balance sheet is not necessarily reflective of the financial position that would have resulted if the events reflected herein under the Arrangement had occurred on September 30, 2010, but rather expresses the pro-forma results of specific transactions currently proposed. Further, this pro-forma consolidated balance sheet is not necessarily indicative of the financial position that may be attained in the future. This pro-forma consolidated balance sheet should also be read in conjunction with the Company's audited annual financial statements for the year ended September 30, 2010 which are also included in the subject Management Information Circular.

1. PRO-FORMA ADJUSTMENTS

The pro-forma consolidated balance sheet gives effect to the following transactions as if they had occurred in accordance with the Arrangement as at September 30, 2010:

(a) The Company transfers the Investment to Cielo (the "Transfer") with the value referred to in Note 3 and takes back as consideration 21,583,372 common shares of Cielo (the "Distributed Cielo Shares")

(b) The authorized share capital of the Company is altered such that a new class of Common shares (the "New Shares"), and a new class of preferred shares ("AHI Class A Preferred Shares") are created. All the Company's shareholders will exchange each of their current common shares held for one New Share and one AHI Class A Preferred Share. The issued AHI Class A Preferred Shares are assigned an aggregate share capital equal to the value of the Investment at the Transfer (Note 3).

ARRIS HOLDINGS INC.

Notes to the Pro-forma Consolidated Balance Sheet

September 30, 2010

(Unaudited - stated in Canadian dollars)

(c) The Company redeems the issued AHI Class A Preferred Shares and gives the Distributed Cielo Shares as consideration.

(d) Subsequent to September 30, 2010, the 2,000,000 share purchase warrants of the Company were exercised into the Company's common shares at \$0.07 per share. As \$40,000 was recorded to the account of contributed surplus when these 2,000,000 share purchase warrants were issued in 2010, the Company's share capital was increased by \$140,000 (cash received) plus \$40,000 (transferred from the account of contributed surplus) when all of these 2,000,000 share purchase warrants were exercised into the Company's common shares. .

(e) Estimated cost of \$20,000 to complete the Arrangement is paid by the Company.

(f) Subsequent to September 30, 2010, AHI advanced \$5,000 to Cielo in February, 2011.

(g) Subsequent to September 30, 2010, AHI acquired 200,000 common shares of Ona Power Corp. at \$9,085 (cost). The carrying value of these shares decreased to \$9,000 as at December 31, 2010.

(h) Subsequent to September 30, 2010, the Company has marked the Investments to its market value on December 31, 2010. As a result, a loss of \$34,950 was recorded.

3. PRO-FORMA ASSUMPTIONS

Pursuant to the Arrangement, the Investments will be transferred from the Company to Cielo; and immediately after the Transfer, significantly of all the outstanding common shares of Cielo will be distributed to the shareholders of the Company. The shareholders of the Company at the time of the Transfer will continue collectively owning the Investments. As a result, there will be no substantial change in the beneficial ownership of the Investments after the completion of the Arrangement. As such the Transfer is recorded at the carrying values of the Investments in the accounts of the Company as at the Transfer-\$1,037,310 derived from AHI's most recent financial statements for the three months ended December 31, 2010.

4. INVESTMENT COMMITMENTS

The Company's share purchase warrants and stock options outstanding at the Effective Date (determined by AHI's management) of the Arrangement will entitle the holders to acquire common shares of Cielo based on the exchange factor, being the number arrived at by dividing 21,583,372 by the number of issued common shares of the Company as of the Share Distribution Record Date (determined by AHI's management). The Company will be required to remit to Cielo a portion of the funds received by the Company in accordance with the formula set out in the Agreement.

EXHIBIT “F”

CIELO GOLD CORP.

Pro-Forma Balance Sheet

September 30, 2010

(Prepared by Management - Unaudited)

(Stated in Canadian Dollars)

CIELO GOLD CORP.
PRO-FORMA BALANCE SHEET
(Unaudited - stated in Canadian dollars)
September 30, 2010

	<u>Cielo Gold Corp.</u>	<u>Pro-forma Adjustments (Note 2)</u>	<u>Cielo Gold Corp. Pro-forma</u>
ASSETS			
Current			
Cash	\$ 1		\$ 1
Mineral resource properties	-	5,000	5,000
Investments	-	1,037,310	1,037,310
	<u>-</u>		<u>1,042,310</u>
TOTAL ASSETS	\$ 1		\$ 1,042,311
LIABILITIES			
Current			
Due to Arris Holdings Inc. (Note 6)	\$ -	5,000	\$ 5,000
SHAREHOLDERS' EQUITY			
Share capital (Note 5)	1	1,037,310	1,037,311
Deficit	-		-
	<u>1</u>		<u>1,037,311</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 1		\$ 1,042,311

See Accompanying notes to the unaudited pro-forma balance sheet

1. BASIS OF PRESENTATION

Arris Holdings Inc. ("AHI") has entered into an arrangement agreement ("Agreement") with its wholly owned subsidiary Cielo Gold Corp. ("Cielo" or the "Company") to execute a proposed plan of arrangement (the "Arrangement") in connection with the reorganization of AHI's interests in its investments in marketable securities (Investments).

This unaudited pro-forma balance sheet has been compiled for the purpose of inclusion in the Management Information Circular of AHI dated March 28, 2011 in connection with the Arrangement which is also included in the subject Management Information Circular. A pro-forma presentation of operations for any period ending September 30, 2010 is not considered practicable in this circumstance nor would it provide any meaningful information to financial statement users.

This pro-forma balance sheet has been prepared as if the Arrangement had occurred on September 30, 2010 and that the adjustments disclosed in Note 2 had occurred on the same date. In the opinion of management, the pro-forma balance sheet includes all the adjustments necessary for fair presentation in accordance with Canadian generally accepted accounting principles, inclusive of the effect of the assumptions disclosed in Note 3.

This pro-forma balance sheet is not necessarily reflective of the financial position that would have resulted if the events reflected herein under the Arrangement had occurred on September 30, 2010, but rather expresses the pro-forma results of specific transactions currently proposed. Further, this pro-forma balance sheet is not necessarily indicative of the financial position that may be attained in the future.

2. PRO-FORMA ADJUSTMENTS

The pro-forma balance sheet gives effect to the following transactions as if they had occurred in accordance with the Arrangement as at September 30, 2010:

- (a) AHI transfers its Investments to the Company (the "Transfer") with the value referred to in Note 3 and takes back as consideration 21,583,372 common shares of the Company (the "Distributed Cielo Shares")
- (b) Estimated cost of \$20,000 to complete the Arrangement is to be borne by AHI and accordingly is not reflected herein.
- (c) Subsequent to September 30, 2010, AHI advanced \$5,000 to Cielo in February, 2011.
- (d) In February, 2011, Cielo acquired two mineral claims covering areas located in the Kamloops mining division of, British Columbia, from an arms-length entity at the consideration of \$5,000.

3. PRO-FORMA ASSUMPTIONS

Pursuant to the Arrangement, the Investments will be transferred from AHI to Cielo; and immediately after the Transfer, significantly of all the outstanding common shares of Cielo will be distributed to the shareholders of AHI. The shareholders of AHI at the time of the Transfer will continue collectively owning the Investments. As a result, there will be no substantial change in the beneficial ownership of the Investments after the completion of the Arrangement. As such the Transfer is recorded at the carrying values of the Investments in the accounts of AHI as at the Transfer- \$1,037,310. Details of the Assets derived from the most recent financial statements of AHI are as follows:

	September 30, 2010	Addition (sale) (\$)	December 31, 2010		
	Cost (\$)		Cost (\$)	Accumulated Unrealized gain (loss) (\$)	Carrying value being the Fair Value (\$)
Publicly traded common shares					
Dessert Gold Ventures Inc. (300,000 shares)	240,000		240,000	120,000	360,000
Maxtech Ventures Inc. (440,000 shares)	264,000		264,000	242,000	506,000
Ona Power Corp. (2,798,000 shares)	509,236		509,236	(383,326)	125,910
Ona Power Corp (200,000 shares)	-	9,085	9,085	(85)	9,000
Global Uranium Corporation (100,000 shares)	7,800		7,800	(7,800)	-
Share purchase warrants of publicly traded shares					
Global Uranium Corporation (100,000 warrants)	4,200		4,200	(4,200)	-
Ona Power Corp. (2,800,000 warrants)	470,400		470,400	(434,000)	36,400
	1,495,636	9,085	1,504,721	(467,411)	1,037,310

4. INVESTMENTS COMMITMENTS

AHI's share purchase warrants and stock options outstanding at the Effective Date (determined by AHI's management) of the Arrangement will entitle the holders to acquire common shares of Cielo based on the exchange factor, being the number arrived at by dividing 21,583,372 by the number of issued common shares of AHI as of the Share Distribution Record Date (determined by AHI's management). AHI will be required to remit to Cielo a portion of the funds received by AHI in accordance with the formula set out in the Agreement.

5. SHARE CAPITAL

The Company's share structure is as follows:

Authorized: Unlimited number of common shares and preferred shares with no par value

Issued and outstanding:

Common shares

	Number of shares	Amount (\$)
Issued at incorporation	1	1
Issued on the Transfer	21,583,372	1,037,310
Pro-forma issued and outstanding, September 30, 2010	21,583,373	1,037,311

Preferred shares

The Company has no outstanding preferred shares as at September 30, 2010.

6. DUE TO ARRIS HOLDINGS INC.

Subsequent to September 30, 2010, AHI advanced the Company \$5,000 in February 2011 to finance the Company's working capital. The \$5,000 due to AHI loan is non-secure, non-interest bearing, and with a one-year term.

EXHIBIT “G”

AUDITED ANNUAL FINANCIAL STATEMENTS



ARRIS HOLDINGS INC.

Financial Statements

For the First Year Ended September 30, 2010

1066 WEST HASTINGS STREET
VANCOUVER, BC V6E 3X2

T: 604.683.3850
F: 604.688.8479



ACAL GROUP
CHARTERED ACCOUNTANTS
PCAOB & CPAB Registrant

AUDITORS' REPORT

To: the Shareholders of
Arris Holdings Inc.

We have audited the balance sheet of Arris Holdings Inc. as at September 30, 2010 and the statements of operations, comprehensive loss, cash flows and shareholders' equity for the year ended from the date of incorporation on October 30, 2009 to September 30, 2010. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2010 and the results of its operations and cash flows for the year ended from the date of incorporation on October 30, 2009 to September 30, 2010 in accordance with Canadian generally accepted accounting principles.

"ACAL Group"
Chartered Accountants

Vancouver, British Columbia
January 14, 2011

COMMENTS BY AUDITORS FOR U.S. READERS ON CANADA – U.S. REPORTING CONFLICT

In the United States, reporting standards for auditors require the addition of an explanatory paragraph (following the opinion paragraph) when the financial statements are affected by significant uncertainties and contingencies such as those referred to in note 1 to these financial statements. Although we conducted our audit in accordance with both Canadian GAAS and the standards of the PCAOB, our report to the shareholders dated January 14, 2011 is expressed in accordance with Canadian reporting standards which do not require a reference to such matters when the uncertainties are adequately disclosed in the financial statements.

"ACAL Group"
Chartered Accountants

Vancouver, British Columbia
January 14, 2011

ARRIS HOLDINGS INC.**Balance Sheet**

(Expressed in Canadian Dollars)

	September 30,
	2010

Assets**Current assets**

Investments (Note 5)	\$	1,063,260
Note receivable (Note 4)		50,736
HST receivable		4,936
Total assets		1,118,932

Liabilities and Shareholders' Equity**Current liabilities**

Bank indebtedness	11,358
Accounts payable and accrued liabilities	40,177
	51,535

Shareholders' equity

Share capital (Note 3b)	1,544,000
Contributed surplus (Note 3e)	40,000
Deficit	(516,603)
	1,067,397

Total Liabilities and Shareholders' deficit	\$	1,118,932
---	----	-----------

Nature and continuance operation and basic of presentation (Note 1)

See accompanying notes to financial statements

Approved on behalf of the Board of Directors

" Chand Jagpal "

Director

" Lucky Janda "

Director

ARRIS HOLDINGS INC.**Statement of Operations and Comprehensive Loss****From the Date of Incorporation to the First Year Ended September 30, 2010**

(Expressed in Canadian Dollars)

Investment income (loss)	
Gain from disposition of investment (Note 5)	\$ 641
Loss from market value adjustment of investments (Note 5)	(432,376)
	(431,735)
Expenses	
Consulting	35,500
Interest and bank charges	302
Office and administration	1,365
Professional fees	20,507
Rent	10,000
Trust and filing fees	17,194
	(84,868)
Net loss and comprehensive loss for the year	\$ (516,603)
Basic and diluted loss per share	\$ (0.05)
Weighted average number of common shares outstanding	
	10,224,151

See accompanying notes to financial statements

ARRIS HOLDINGS INC.**Statement of Shareholders' Equity****From the Date of Incorporation to the First Year Ended September 30, 2010**

Expressed in Canadian Dollars except for number of shares

	Number of Outstanding Shares	Share Capital	Contributed Surplus	Deficit	Total Shareholders' Equity
		\$	\$	\$	\$
Incorporation on October 30, 2009	1	1	—	—	1
Share cancellation	(1)	(1)	—	—	(1)
Share issuance - plan of arrangement (Note 3b)	17,583,372	1,484,000	—	—	1,484,000
Share issuance - private placement (Note 3b)	2,000,000	60,000	40,000	—	100,000
Net loss for the first year ended September 30, 2010	—	—	—	(516,603)	(516,603)
Balance, September 30, 2010	19,583,372	1,544,000	40,000	(516,603)	1,067,397

See accompanying notes to financial statements

ARRIS HOLDINGS INC.**Statement of Cash Flows****From the Date of Incorporation to the First Year Ended September 30, 2010**

(Expressed in Canadian Dollars)

Cash (used in) provided by:**Operating activities**

Loss for the year	\$	(516,603)
Items not involving cash		
Fair value adjustment of investments		432,376
Gain from disposition of investments		(641)
Changes in non-cash operating working capital		
HST receivable		(4,936)
Investments		(10,995)
Accounts payable and accrued liabilities		40,177
Cash used for operating activities		(60,622)

Financing activities

Share cancellation		(1)
Share issuance (Note 3b)		100,001
Cash generated from financing activities		100,000

Investing activities

Payments on note receivable		(75,736)
Proceeds on note receivable		25,000
Cash used in investing activities		(50,736)

Decrease in cash (11,358)**Cash (bank indebtedness), beginning of year** –**Cash (bank indebtedness), end of year** \$ (11,358)**Supplementary information:**

Cash paid for interest expense	\$	–
Cash paid for income taxes		–

Non-cash transactions:

Issuance of shares for the acquisition of the investments (Note 7&8)	\$	1,484,000
--	----	-----------

See accompanying notes to financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Arris Holdings Inc. (the “Company” or “AHI”) was incorporated on October 30, 2009. Pursuant to the Plan of Arrangement between the Company and its former parent company, RTN Stealth Software Inc. (“RTN”) (formerly known as Arris Resources Inc.), the Company has acquired from RTN a portfolio of securities in exchange for the issuance of 17,583,372 of the Company’s common shares (Note 7). The Company may also acquire additional marketable securities and has become an investment company. The Company’s principal business following the Plan of Arrangement is the development of its investment in marketable securities. The Company’s common shares started trading on Canadian National Stock Exchange on April 14, 2009 under the symbol “AHI”, which was subsequently changed to “AAF”. Additional information of the Company is available at www.sedar.com.

These 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’s continuing operations and its financial success is dependent upon the extent to which it can develop the portfolio of securities acquired from RTN and the economic viability of developing any such additional portfolios. The Company had a 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 these additional financing. These factors raise substantial doubt about the Company’s ability to continue as a going-concern.

These 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.

2. SIGNIFICANT ACCOUNTING POLICIES

a. Use of 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, gain and loss 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.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

b. Future income taxes

Future income taxes are recorded using the asset and liability method whereby future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

c. Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. Basic loss per share is calculated using the weighted-average number of shares outstanding during the period.

d. Financial instruments

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, note receivable, as loans and receivables. Accounts payable & accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. For the year ended September 30, 2010, the Company did not have opening or closing balances for the account of "accumulated other comprehensive income or loss", and had no "other comprehensive income or loss" transactions.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

e. New accounting pronouncements adopted

- i. On January 20, 2009, the CICA issued Emerging Issues Committee Abstract 173, '*Credit Risk and the Fair Value of Financial Assets and Financial Liabilities*' ("EIC 173"), to apply without restatement of prior periods to all financial assets and liabilities measured at fair value in and annual financial statements. EIC 173 requires the Company to consider the Company's own credit risk and the credit risk of the counterparty in determining the fair value of financial assets and financial liabilities, including derivative instruments. For entities that do not apply Section 3855, Financial Instruments, may defer application of this EIC 173 to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2010. The Company adopted EIC 173 from inception of incorporation, which in management's opinion does not have a material impact on the Company's financial position or operation.

- ii. Goodwill and intangible assets

The Accounting Standards Board ("AcSB") issued CICA Handbook Section 3064, which replaces Section 3062, Goodwill and Other Intangible Assets, and Section 3450, Research and Development Costs. This new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets. Standards concerning goodwill remain unchanged from the standards included in the previous Section 3062. This section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. The Company adopted these sections from inception of incorporation, which in management's opinion does not have a material impact on the Company's financial position or operation.

- iii. Financial instruments

The Canadian Accounting Standards Board ("AcSB") issued CICA Handbook Section 3862, Financial Instruments – Disclosures, which requires entities to provide disclosures in their financial statements that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extend of risks arising from financial instruments which the entity is exposed during the period and at the balance sheet date, and how the entity manages those risks. The principles in this section complement the principles for recognizing, measuring and presenting financial assets and financial liabilities in Section 3855, Financial Instruments – Recognition and Measurement, Section 3863, Financial Instruments – Presentation, and Section 3865, Hedges. The Company adopted these standards from inception of incorporation and has included the required disclosure in the note 6 of these financial statements.

The AcSB issued CICA Handbook Section 3863, Financial Instruments – Presentation, which is to enhance statements users' understanding of the significance of financial instruments to an entity's financial position, performance and cash flows. This section establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of elected interest,

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

e) New accounting pronouncements adopted (continued)

dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset. The Company adopted these standards from inception and the adoption of this policy has no significant impact on the Company's financial statements.

In June 2009, the CICA amended Section 3862, Financial Instruments – Disclosures that includes additional disclosure requirements about fair value measurements for financial instruments and liquidity risk disclosures. These amendments entail a three level hierarchy that takes into account the significance of the inputs used in making the fair value measurements. Additional disclosure has been included in the Company's financial statements (See Note 6).

iv) Capital disclosures

The AcSB issued CICA Handbook Section 1535, which establishes standards for disclosing information about an entity's capital and how it is managed. This section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007. Section 1535 requires disclosure of an entity's objectives, policies and processes for managing capital, quantitative data about what the entity regards as capital and whether the entity has complied with any capital requirements and, if it has not complied, the consequences of such non-compliance. As a result of the adoption of this standard, additional disclosure on the Company's capital management strategy has been included in Note 9.

v) Going-concern

In June 2007, the CICA amended Handbook Section 1400, "General Standards of Financial Statement Presentation", which requires management to make an assessment of a company's ability to continue as a going-concern. When financial statements are not prepared on a going-concern basis, that fact shall be disclosed together with the basis on which the financial statements are prepared and the reason why the company is not considered a going-concern. The Company adopted this standard from inception of operation. Refer to Note 1 to these financial statements for disclosure relating to this section.

vi) Future accounting changes

Business combinations, Section 1582:

This Section, which replaces the former Business Combinations, Section 1581, establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standard IFRS 3, "Business Combinations". The Section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Earlier application is permitted, in which case an entity would also early adopt Section 1601, Consolidated Financial Statements and Section 1602, Non-Controlling Interests. This Section will not impact the Company as it

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

e) New accounting pronouncements adopted *(continued)*

vi) Future accounting changes *(continued)*

presently operates, however the Section will be effective if the Company undertakes a business combination in the future.

Consolidated financial statements, Section 1601:

This Section, which, together with new Section 1602, replaces the former Consolidated Financial Statements, Section 1600, establishes standards for the preparation of consolidated financial statements. The Section applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted as of the beginning of a fiscal year, in which case an entity would also early adopt Section 1582, Business Combinations and Section 1602, Non-Controlling Interests. This Section will not impact the Company as it presently operates, however the Section will be effective if the Company undertakes a business combination in the future.

Non-controlling interests:

This new Section establishes standards for accounting for non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27, "Consolidated and Separate Financial Statements". This Section applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted, in which case an entity would also early adopt Section 1582, Business Combinations and Section 1601, Consolidated Financial Statements. This Section will not impact the Company as it presently operates, however the Section will be effective if the Company undertakes a business combination in the future.

International financial reporting standards:

The Canadian Accounting Standards Board ("AcSB") in 2006 published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards ("IFRS") over a five-year transitional period.

In February 2008, the CICA Accounting Standards Board confirmed that the changeover to IFRS from Canadian GAAP will be required for publicly accountable enterprises, effective for the interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition from current Canadian GAAP to IFRS is a significant undertaking that may materially affect the Company's reported financial position and results of operations. The Company continues to monitor and assess the impact of the convergence of Canadian GAAP and IFRS on its financial statements. The Company is currently in the process of executing an IFRS conversion plan. It is expected that there is no material impact to the financial reporting arising from the transition to IFRS.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

f) Foreign currency translations

The Company's functional currency is the Canadian dollar. Transactions in foreign currencies are translated into Canadian dollars using the temporal method as follows:

- i) Monetary items at the rate prevailing at the balance sheet date.
- ii) Non-monetary items at the historical exchange rate.
- iii) Revenue and expense at the average rates in effect during the year.

Gains or losses arising from translation are included in the statements of operations.

g) Investments

At each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such valuations in the financial statements as changes in the net carrying value with the offsetting charge or credit recorded in current income.

- *Publicly-traded investments:*

- i) Securities, held in long or short positions, that are traded on a recognized securities exchange for which no sales restrictions apply are recorded at the values based on the closing price on the balance sheet date if there are trades on the balance sheet date; or the last quoted bidding price (for long positions)/the last asking prices (for short position) at the balance sheet date if there are no trades at the balance sheet date.
- ii) Securities that are traded on a recognized exchange but that are escrowed or otherwise restricted as to sale or transfer are recorded at amounts discounted from market value. In determining the discount for such investments, the Company considers the nature and length of the restriction, business risk of the investee company, its stage of development, market potential, relative trading volume and price volatility and any other factors that may be relevant to the ongoing and realizable value of the investments.
- iii) Options and warrants of publicly-traded securities which do not have a quoted bid price received for services rendered are recorded using accepted valuation techniques if sufficient and reliable observable market inputs are available.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

g) Investments *(continued)*

- *Privately-held investments:*

- i) Securities in privately-held companies are recorded at cost unless an unusual upward adjustment is considered appropriate and supported by pervasive and objective evidence such as a significant subsequent equity financing by an unrelated, professional investor at a transaction price higher than the Company's carrying value. Downward adjustments to carrying value are made when there is evidence of other than a temporary decline in value as indicated by the assessment of the financial condition of the investment based on third party financing, operational results, forecasts, and other developments since acquisition.
- ii) Options and warrants of privately-held securities are carried at cost unless there is an upward or downward adjustment supported by pervasive and objective evidence such as significant equity financing by an unrelated, professional investor at a transaction price higher or lower than the Company's carrying value.

The resulting values may differ from values that would be realized had a ready market existed. The amounts at which the Company's publicly-traded investments could be disposed of may differ from carrying value based on market quotes, as the value at which significant ownership positions are sold is often different than the quoted market price due to a variety of factors such as premiums paid for large blocks or discounts due to illiquidity. The amounts at which the Company's privately held investments could be disposed of may differ from the carrying value assigned due to the lack of a liquid market for such investments.

h) Fair value of warrants

Proceeds from unit placements are allocated between shares and warrants issued according to their relative fair value using the residual method to determine the fair value of warrants issued. Warrants issued to brokers are evaluated by using the Black- Scholes model.

ARRIS HOLDINGS INC.

Notes to the Financial Statements

As at and for the First Year Ended September 30, 2010

3. CAPITAL STOCK

- a. Authorized: unlimited common shares without par value
 unlimited preferred shares without par value
- b. Issued and Outstanding:

The share capital of the Company as at September 30, 2010 is summarized as follows:

	Number of Shares	Amount
Common share issued on incorporation	1	\$ 1
Common share cancellation	(1)	(1)
Common share issuance related to the Plan of Arrangement (Note 7)	17,583,372	1,484,000
Common share issuance- Private placement	2,000,000	60,000
Balance as at September 30, 2010	19,583,372	\$ 1,544,000

On January 5, 2010 the Company issued 17,583,372 common shares, valued at \$1,484,000, for the acquisition of a portfolio of marketable securities from its former parent company RTN (Note 7 & 8).

The Company completed a private placement on March 16, 2010 for the issuance of 2,000,000 security units ("Unit") at a price of \$0.05 per Unit for a gross proceed of \$100,000. Each Unit consists of a common share and a common share purchase warrant ("Warrants"). Each Warrant entitles the holder to purchase, for a period of two years, an additional common share at an exercise price of \$0.07 per share. The Company allocated \$60,000 to the Company's share capital and \$40,000 to the contributed surplus to account for the issuance of common shares and share purchase warrants respectively. The allocation was calculated by valuing the common shares and warrants separately and adjusting the resulting amounts on a pro-rata basis so the sum of the amounts allocated to the common share and the warrants equal to the amount of the \$100,000 proceed. The assumptions used in valuing the fair value of the warrants with the Black-Scholes Option Pricing Model are: Risk-free interest rate of 1.54%, dividend yield of 0%, expected volatility of 155% and expected life of 2 years.

3. CAPITAL STOCK *(continued)*

c. Stock Options:

In pursuant to resolutions for a special meeting together with RTN (the former parent company) on December 8, 2009, the Company received shareholders' approval to adopt an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with CNSX requirements, grant to directors, officers, employees, management companies and consultants to the Company, non-transferable options to purchase common shares. Included in the Option Plan are provisions that provide that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. At the discretion of the Board of Directors of the Company, options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors. The Company has not granted any stock options since inception and there was no option outstanding on September 30, 2010.

d. Share purchase warrant:

In connection with the private placement discussed in Note 3b, the Company has issued 2,000,000 Warrants on March 16, 2010. The number of outstanding share purchase warrants as at September 30, 2010 is summarized as follows:

	Number of Warrants	Remaining life (year)	Exercise Price (\$)/share
Warrants issued for the private placement (Note 3b)	2,000,000	1.46	0.07
Outstanding Warrants, September 30, 2010	2,000,000	1.46	0.07

The outstanding warrants will expire on March 15, 2012.

e. Contributed surplus:

	Amount (\$)
Balance, beginning of the year	-
Issuance of share purchase warrants for the private placement (Note 3b)	40,000
Balance, end of the year	40,000

4. NOTE RECEIVABLE

As at September 30, 2010 the details of note receivable due from two un-related individual are as follows:

Amount	Interest Rate	Terms	Collateral
US\$ 25,000 (C\$ equivalent 25,736)	Non-interest bearing	On-demand	Un-secured
C\$ 25,000	Non-interest bearing	On-demand	Un-secured
C\$50,736			

5. INVESTMENTS

On September 30, 2010 the Company's investments consisted of the following:

	As at September 30, 2010		
	Cost	Unrealized gain (loss)	Fair value
Publicly traded common shares			
Desert Gold Ventures Inc (300,000 shares)	\$ 240,000	\$ 99,000	\$ 339,000
Maxtech Ventures Inc. (440,000 shares)	264,000	180,400	444,400
Ona Power Corp. (2,798,000 shares)	509,236	(313,376)	195,860
Global Uranium Corporation (100,000 shares)	7,800	(7,800)	-
Share purchase warrants of publicly traded shares			
Global Uranium Corporation (100,000 warrants)	4,200	(4,200)	-
Ona Power Corp. (2,800,000 warrants)	470,400	(386,400)	84,000
	\$ 1,495,636	\$ (432,376)	\$ 1,063,260

In January 2010, the Company acquired a portfolio of marketable securities consisting of the common shares of Desert Gold Ventures Inc., Maxtech Ventures Inc., Ona Power Corp., and share purchase warrants of Ona Power Corp. in consideration of \$1,484,000 from RTN, the former parent, by issuing 17,583,372 common shares of the Company (Note 7 & 8). The Company has subsequently disposed 2,000 shares of Ona Power Corp. with a gain of \$641.

In April 2010, the Company, through a private placement, subscribed 100,000 security units ("Security Unit") of Global Uranium Corporation ("Uranium"), which is a public company listed on TSX-Venture Exchange (symbol GU), at a price of \$0.12 per Security Unit. Each Security Unit consists of one common share and one share purchase warrant of Uranium. Each share purchase warrant is

5. INVESTMENTS (continued)

exercisable to purchase one common share of Uranium in an eighteen-month period at a price of \$0.2 per share.

In accordance with the Company's accounting policies (Note 2g), the carrying value of the common shares owned by the Company have been marked to their fair value at year end (September 30, 2010) based on the closing price or the last bidding price of the shares on September 30, 2010 depending on whether the shares had trades on that day. The fair value of the warrants of Ona Power Corp. is established by using the valuation technique, the Black-Scholes Option Pricing Model. The fair value of the common shares and share purchase warrants of Global Uranium was valued to \$nil for the year ended September 30, 2010 because the trading of Global Uranium's common shares was halted on September 28, 2010 and was not resumed since then. As a result, an unrealized loss of \$432,376 for fair value adjustment has been recorded for the year ended September 30, 2010. Assumptions used for valuation of the warrants are as follows:

	Ona Warrants
Risk free interest rate	1.23%
Expected dividend rate	nil
Expected volatility	185%/year
Expected life	0.95 year
Exercise price	\$0.2/share

6. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables, note receivable, investments, 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. 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 a bank indebtedness of \$11,358). The Company is considering disposing 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.

6. FINANCIAL INSTRUMENTS (continued)

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	\$ -	\$ -

7. CORPORATE RESTRUCTURING**Plan of Arrangement**

On November 2, 2009 the Company entered into a Plan of Arrangement (the "Arrangement Agreement") with RTN, the former parent, to proceed with a corporate restructuring by the way of statutory plan whereby the Company would spin-out from the former parent and become a reporting issuer and acquiring an asset from RTN. Under the Arrangement Agreement, RTN had transferred a portfolio of marketable securities (the "Portfolio") to the Company in exchange for 17,583,372 common shares of the Company (Notes 3b and 8) on the effective date of the Arrangement Agreement (January 5, 2010). 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 Portfolio.

8. RELATED PARTY TRANSACTIONS

- a) On May 1, 2010, AHI entered into a lease agreement and a consulting agreement with Cambrel Industries Ltd. ("Cambrel"), a company with a common director to AHI. The monthly rent, and consulting fee is \$2,000 and \$5,000 respectively. The terms of these two agreements are not fixed and can be terminated with a thirty days notice. During fiscal 2010, AHI was charged \$10,000 rent and \$25,000 consulting fees by Cambrel. The transactions with Cambrel 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 Cambrel. This related-party payable is un-secured and non-interest bearing.
- b) The Arrangement Agreement envisioned the transfer of the 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 (Note 7). The shareholders of RTN at the time of the transfer continued to collectively own the Portfolio. Consequently, there was no substantive change in the beneficial ownership of the Portfolio at the time that the Portfolio was vended to the Company. As such the transfer of the Portfolio was recorded, in accordance with the Canadian generally accepted accounting principles, at the carrying values \$1,484,000 of the Portfolio in the accounts of RTN at the time of transfer. The Portfolio consisted of the following marketable securities at the transfer:

Marketable Securities	Number of security 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

9. CAPITAL DISCLOSURES

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company generates cash flow primarily from equity or debt financing, proceeds from the disposition of its investments, and interest income earned on its cash position. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital markets is hindered, whether as a result of a downturn in market conditions generally or to matters

9. CAPITAL DISCLOSURES (Continued)

specific to the Company, or if the value of the Company's investments decline resulting in capital losses on disposition. As a result of the recent global economic uncertainty in the capital markets, the Company will primarily rely on its ability to sell its investments to fund ongoing operating costs. A significant portion of the Company's capital will be allocated to investments. The Company manages its capital and makes adjustments to it based on management's views of the companies it is invested in and the capital requirements to invest in new transactions. The Company may realize funds from the sale of existing investments to purchase new investments and fund operations. The Company intends to manage its market risk by having a diversified portfolio which is not singularly exposed to any one issuer. The Company is not subject to any capital requirements imposed by a regulator.

10. INCOME TAXES

A reconciliation of income taxes at the statutory rate is as follows:

	2010
	\$
Net loss before income taxes	(516,603)
Expected income tax recovery on an expected rate of 29%	149,815
Net adjustment for non-deductible items	(65,844)
Change in enacted tax rates	(3,382)
Changes in valuation allowance	(80,589)
Total income tax expenses	-

Future income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The significant components of the Company's future income tax assets are as follows:

	2010
	\$
Future income tax asset:	
Non-capital loss carry forward and marketable securities	80,589
Valuation allowance	(80,589)
Net future income tax asset	-

The net amount which would give rise to a future income tax asset has not been recognized as the Company is not assured that it is more likely than not that such benefit will be utilized in the future years. The deferred tax asset has been fully allowed for.

The Company has a non-capital loss of approximately \$84,548 that will expire in 2030. The loss carry-forward is available to reduce taxable income in future years.

11. DIFFERENCE BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP)

The Company's financial statements have been prepared in accordance with Canadian GAAP. Material variations in the accounting principles, practices and methods used in preparing these financial statements from principles, practices and methods accepted in the United States ("U.S. GAAP"). The impacts to financial statement line items are described below.

a) Stock-Based Compensation

Under US GAAP, ASC 718, "Compensation - Stock Compensation" requires the measurement and recognition of compensation expense, based on estimated fair values, for all share-based awards made to employees and directors, including stock options. The Company applied the provisions of ASC 718 which requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option pricing model as its method of determining fair value. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the statements of operations over the requisite service period.

The Company has a stock-based compensation plan which is described in note 3(c). The Company accounts for stock-based compensation, including stock options and warrants, using the fair value based method, as prescribed by CICA HB 3870 "Stock-based Compensation and Other Stock-Based Payments", to account for stock based transactions with officers, directors and consultants. Under this method, the fair value of the stock options and warrants at the date of grant is amortized over the vesting period, with an offsetting credit recorded as an increase in contributed surplus. If the stock options or warrants are exercised, the proceeds are credited to share capital and the fair value at the date of the grant is reclassified from contributed surplus to share capital. Accordingly, there were no material differences between Canadian GAAP and US GAAP for the year ended September 30, 2010.

b) Recent Accounting Pronouncements

In June 2009, FASB issued ASC 810-10-05, "Consolidation – Variable Interest Entities" which is intended to establish general standards of financial reporting for companies with variable interest entities. It requires timely and useful disclosure of information related to the Company's involvement with variable interest entities. This disclosure should alert all users to the effects on specific provisions of FASB ASC 810-10-05, "*Consolidation - Variable Interest Entities*", related to the changes to the special-purpose entity proposal in FASB ASC 860, "Transfers and Servicing", and the treatment of specific provisions of ASC 810-10-05. ASC 810-10-05 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2009. The Company has determined that the adoption of ASC 810-10-05 have no impact on its financial statements.

In June 2009, the FASB issued ASC 860, "Transfers and Servicing", which is intended to establish standards of financial reporting for the transfer of assets and transferred assets to improve the relevance, representational faithfulness, and comparability. ASC 860 was established to clarify

11. DIFFERENCE BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP) (continued)

derecognition of assets under FASB ASC 860-10-40, "Transfers and Servicing – Derecognition". ASC 860 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2009. The Company has determined that the adoption of ASC 860 have no impact on its financial statements.

In May 2009, the FASB issued ASC 855, "Subsequent Events", which is intended to establish general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events and the basis for that date—that is, whether that date represents the date the financial statements were issued or were available to be issued. This disclosure should alert all users of financial statements that an entity has not evaluated subsequent events after that date in the set of financial statements being presented. ASC 855 is effective for financial statements issued for fiscal years and interim periods ending after June 15, 2009. The Company has already adopted this policy but the Company does not have any subsequent events note disclosure included in its financial statements.

In June 2009, the FASB issued FASB ASC 105, "The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles – a replacement of FASB Statement No. 162". Under FASB ASC 105 the "FASB Accounting Standards Codification" ("Codification") will become the source of authoritative US GAAP to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission ("SEC") under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The Codification became effective for financial statements issued for interim and annual periods ending after September 15, 2009. On the effective date, the Codification will supersede all then-existing non-SEC accounting and reporting standards. All other non-grandfathered non-SEC accounting literature not included in the Codification will become non-authoritative. The Company changed the Company's references to U.S. GAAP accounting standards but did not impact the Company's results of operations, financial position or cash flows.

In March 2008, the FASB issued AS 815, "Derivative and Hedging", which is intended to improve financial standards for derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. Entities are required to provide enhanced disclosures about: (a) how and why an entity uses derivative instruments; (b) how derivative instruments and related hedged items are accounted for under Statement No. 133 and its related interpretations; and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. It is effective for financial statements issued for fiscal years beginning after November 15, 2008, with early adoption encouraged. The Company has determined that the adoption of ASC 815 have no impact on its financial statements.

In December 2007, the FASB issued ASC 805, "Business Combinations", defines the acquirer in a business combination as the entity that obtains control of one or more businesses in a business

11. DIFFERENCE BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP) (continued)

combination and establishes the acquisition date as the date that the acquirer achieves control. ASC 805 requires an acquirer to recognize the assets acquired, the liabilities assumed, and any non-controlling interest in the acquiree at the acquisition date, measured at their fair values as of that date. ASC 805 also requires the acquirer to recognize contingent consideration at the acquisition date, measured at its fair value at that date. This statement is effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008, and earlier adoption is prohibited. The Company has determined that the adoption of ASC 805 have no impact on its financial statements.

In December 2007, the FASB issued ASC 810, "Consolidation", which establish accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. This statement is effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008, and earlier adoption is prohibited. The Company has determined that the adoption of ASC 810 have no impact on its financial statements.

In June 2009, the Securities and Exchange Commission's Office of the Chief Accountant and Division of Corporation Finance announced the release of Staff Accounting Bulletin (SAB) No. 112. This staff accounting bulletin amends or rescinds portions of the interpretive guidance included in the Staff Accounting Bulletin Series in order to make the relevant interpretive guidance consistent with current authoritative accounting and auditing guidance and Securities and Exchange Commission rules and regulations. Specifically, the staff is updating the Series in order to bring existing guidance into conformity with recent pronouncements by the Financial Accounting Standards Board, namely, ASC 805, "Business Combinations", and ASC 810, "Consolidation". The statements in staff accounting bulletins are not rules or interpretations of the Commission, nor are they published as bearing the Commission's official approval. They represent interpretations and practices followed by the Division of Corporation Finance and the Office of the Chief Accountant in administering the disclosure requirements of the Federal securities laws.

In April 2009, an update was made to the FASB ASC 820, "Fair Value Measurements and Disclosures", that provides additional guidance for estimating fair value when the volume and level of activity for the assets or liability have significantly decreased. This update is effective for interim and annual periods ending after June 15, 2009 with early adoption permitted for periods ending after March 15, 2009. The Company has determined that the adoption of this update have no impact on its financial statements.

In April 2009, an update was made to FASB ASC 825, "Financial Instruments", which requires a publicly traded company to include disclosures about the fair value of its financial instruments whenever it issues summarized financial information for interim reporting periods. This update is effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The Company has determined that the adoption of this update have no impact on its financial statements.

11. DIFFERENCE BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP) (continued)

As a summary, there was no significant difference between Canadian GAAP and US GAAP on the Company's balance sheet, statement of operations and comprehensive loss, statement of shareholders' equity and cash flows as at and for the year ended September 30, 2010.

EXHIBIT “H”

UNAUDITED INTERIM FINANCIAL STATEMENTS



ARRIS HOLDINGS INC.

Interim Financial Statements

For the three months ended December 31, 2010

UNAUDITED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited interim financial statements for the three months ended December 31, 2010.

ARRIS HOLDINGS INC.

Balance Sheet

(Expressed in Canadian Dollars)

	December 31, 2010	September 30, 2010
	(Unaudited)	
Assets		
Current assets		
Investments (Note 5)	\$ 1,037,310	\$ 1,063,260
Note receivable (Note 4)	25,000	50,736
HST receivable	7,849	4,936
Total assets	\$ 1,070,159	\$ 1,118,932
Liabilities and Shareholders' Equity		
Current liabilities		
Bank indebtedness	\$ 1,323	\$ 11,358
Accounts payable and accrued liabilities	63,850	40,177
	65,173	51,535
Shareholders' equity		
Share capital (Note 3b)	1,544,000	1,544,000
Contributed surplus (Note 3e)	40,000	40,000
Deficit	(579,014)	(516,603)
	1,004,986	1,067,397
Total Liabilities and Shareholders' equity	\$ 1,070,159	\$ 1,118,932

Nature and continuance of operation, and basic of presentation (Note 1)

See accompanying notes to financial statements

Approved on behalf of the Board of Directors

" Navchand Jagpal "
Director

" Lucky Janda "
Director

ARRIS HOLDINGS INC.**Statement of Operations and Comprehensive Loss****For the Periods,**

(Expressed in Canadian Dollars)

	Three Months Ended December 31, 2010	October 31, 2009, Date of Incorporation to December 31, 2009
	(Unaudited)	
Expenses		
Consulting	\$ 15,050	\$ —
Interest and bank charges	391	—
Office and administration	1,015	—
Professional fees	3,100	4,000
Rent	6,000	—
Trust and filing fees	1,819	—
Loss before other items	(27,376)	(4,000)
Unrealized loss from market value adjustment of investment (Note 5)	(35,035)	—
Net loss and comprehensive loss for the period	\$ (62,411)	\$ (4,000)
Basic and diluted loss per share	\$ (0.00)	\$ (4,000)
 Weighted average number of common shares outstanding	 19,583,372	 1

See accompanying notes to financial statements

ARRIS HOLDINGS INC.**Statement of Shareholders' Equity****December 31, 2010**

Expressed in Canadian Dollars except for number of shares

(Unaudited)

	Number of Outstanding Shares	Share Capital	Contributed Surplus	Deficit	Total Shareholders' Equity
		\$	\$	\$	\$
Incorporation on October 30, 2009	1	1	—	—	1
Share cancellation	(1)	(1)	—	—	(1)
Share issuance - Plan of Arrangement (Note 6)	17,583,372	1,484,000	—	—	1,484,000
Share issuance - private placement	2,000,000	60,000	40,000	—	100,000
Net loss for the first year ended September 30, 2010	—	—	—	(516,603)	(516,603)
Balance, September 30, 2010	19,583,372	1,544,000	40,000	(516,603)	1,067,397
Net loss for the three months ended December 31, 2010	—	—	—	(62,411)	(62,411)
Balance, December 31, 2010	19,583,372	1,544,000	40,000	(579,014)	1,004,986

See accompanying notes to financial statements

ARRIS HOLDINGS INC.**Statement of Cash Flows****For the Periods,**

(Expressed in Canadian Dollars)

	Three Months Ended December 31, 2010		October 31, 2009, to December 31, 2009	
	(Unaudited)			
Cash (used in) provided by:				
Operating activities				
Loss for the period	\$	(62,411)	\$	(4,000)
Items not involving cash				
Fair value adjustment of investments (Note 5)		35,035		
Changes in operating working capital				
HST receivable		(2,913)		
Investments		(9,085)		
Accounts payable and accrued liabilities		23,673		4,000
Cash used in operating activities		(15,701)		—
Financing activities				
Share issuance		—		1
Cash provided by financing activities		—		1
Investing activities				
Proceeds from note receivable repayment		25,736		—
Cash provided by investing activities		25,736		—
Increase in cash		10,035		1
Cash (bank indebtedness), beginning of period		(11,358)		—
Cash (bank indebtedness), end of period	\$	(1,323)	\$	1
Supplementary information:				
Cash paid for interest expense	\$	—	\$	—
Cash paid for income taxes	\$	—	\$	—

See accompanying notes to financial statements

ARRIS HOLDINGS INC.

Notes to the Financial Statements

For the Three Months Ended December 31, 2010

(Unaudited)

1. NATURE OF OPERATIONS AND BASIS OF PRESENTATION

Arris Holdings Inc. (the “Company” or “AHI”) was incorporated on October 30, 2009 pursuant to the *Business Corporations Act* (British Columbia). The Company’s principal activity is the development of its investment in marketable securities and other business opportunities. The Company’s common shares started trading on Canadian National Stock Exchange on April 14, 2009 under the symbol “AHI”, which was subsequently changed to “AAF”. Additional information on the Company is available at www.sedar.com

These interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”) 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’s continuing operations and its financial success is dependent upon the extent to which it can develop its investments. The Company had a bank indebtedness of \$1,323 as at December 31, 2010 and has incurred losses since inception. Management recognizes that the Company will need to obtain additional 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. There is no assurance that the Company will be able to raise this additional financing. These factors raise substantial doubt about the Company’s ability to continue as a going-concern. These interim 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.

These interim financial statements have been prepared in accordance with Canadian GAAP on interim financial statements. They do not include all the disclosures required for annual financial statements. These interim financial statements should be read in conjunction with the Company's most recent audited financial statements for the year ended September 30, 2010, which are available on SEDAR at www.sedar.com.

Operating results for the three months ended December 31, 2010 are not necessarily indicative of the results that may be expected for the full year ending September 30, 2011 or for any other period.

2. CHANGES IN ACCOUNTING POLICIES

These interim financial statements follow the same accounting policies and methods of application as the Company's most recent audited annual financial statements for the year ended September 30, 2010. The Company has not changed its accounting policies since then.

Future accounting changes announced by the Canadian Institute of Chartered Accountants (“CICA”) but not yet adopted by the Company are as follows:

Business combinations, CICA Handbook Section 1582

This Section, which replaces the former Business Combinations, Section 1581, establishes standards for the accounting of a business combination. It provides the Canadian equivalent to International

2. CHANGES IN ACCOUNTING POLICIES (Continued)

Financial Reporting Standard IFRS 3, “Business Combinations”. This Section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Earlier adoption is permitted, in which case an entity would also early adopt Section 1601, Consolidated Financial Statements and Section 1602, Non-Controlling Interests. This Section will not impact the Company as it presently operates, however this Section will be effective if the Company undertakes a business combination in the future.

Consolidated financial statements, CICA Handbook Section 1601

This Section, which, together with new Section 1602, replaces the former Consolidated Financial Statements, Section 1600, establishes standards for the preparation of consolidated financial statements. The Section applies to interim and annual consolidated financial statements of fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted in which case an entity would also early adopt Section 1582, Business Combinations and Section 1602, Non-Controlling Interests. This Section will not impact the Company as it presently operates, however this Section will be effective if the Company undertakes a business combination or having subsidiaries in the future.

Non-controlling interests, CICA Handbook Section 1602

This new Section establishes standards for accounting for non-controlling interest in a subsidiary in consolidated financial statements. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27, “Consolidated and Separate Financial Statements”. This Section applies to interim and annual consolidated financial statements of fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted, in which case an entity would also early adopt Section 1582, Business Combinations and Section 1601, Consolidated Financial Statements. This Section will not impact the Company as it presently operates, however the Section will be effective if the Company undertakes a business combination or having subsidiaries in the future.

International financial reporting standards

The Canadian Accounting Standards Board (“AcSB”) in 2006 published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards (“IFRS”) over a five-year transitional period.

In February 2008, the CICA Accounting Standards Board confirmed that the changeover to IFRS from Canadian GAAP will be required for publicly accountable enterprises, effective for the interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Due to the Company’s September 30 fiscal yearend, the Company will adopt IFRS commencing October 1, 2011 and will restate the financial statements (for comparative purposes) reported by the Company for the year ended September 30, 2011. The Company is currently in the process of executing an IFRS conversion plan. It is expected that there is no material impact to the financial reporting arising from the transition to IFRS.

ARRIS HOLDINGS INC.

Notes to the Financial Statements

For the Three Months Ended December 31, 2010

(Unaudited)

3. CAPITAL STOCK

a. Authorized: unlimited number of common shares and preferred shares without par value.

b. Issued and outstanding:

The continuity of the share capital of the Company as at December 31, 2010 is summarized as follows:

	Number of Common Shares	Amount
Issuance on incorporation	1	\$ 1
Share cancellation	(1)	(1)
Issuance related to the Plan of Arrangement (Note 6)	17,583,372	1,484,000
Issuance – private placement (March 16, 2010)	2,000,000	60,000
Balance, September 30, 2010	19,583,372	1,544,000
Issuance (redemption)	-	-
Balance, December 31, 2010	19,583,372	\$ 1,544,000

The Company did not issue or redeem any common shares for the three months ended December 31, 2010.

The Company has not issued any preferred shares since inception.

c. Stock Options:

The Company has not granted any stock options since inception and there were no options outstanding as at December 31, 2010.

d. Share purchase warrant:

There were no warrants issued or exercised during the three months ended December 31, 2010. The continuity of outstanding share purchase warrants as at December 31, 2010 is summarized as follows:

	Number of Warrants	Remaining life (year)	Exercise Price (\$)/share
Warrants issued for the private placement (March 16, 2010)	2,000,000	1.46	0.07
Outstanding Warrants, September 30, 2010	2,000,000	1.46	0.07
Issuance (exercise) during the three months ended December 31, 2010	-	N/A	N/A
Outstanding Warrants, December 31, 2010	2,000,000	1.21	0.07

The expiry date of the outstanding warrants is March 15, 2012. Subsequent to the quarter ended December 31, 2010, all 2,000,000 share purchase warrants were exercised (Note 8a)

ARRIS HOLDINGS INC.

Notes to the Financial Statements

For the Three Months Ended December 31, 2010

(Unaudited)

3. CAPITAL STOCK (Continued)

e. Contributed surplus:

The continuity of contributed surplus as at December 31, 2010 is summarized as follows:

	Amount (\$)
Balance, October 30, 2010, date of incorporation	-
Issuance of share purchase warrants for the private placement (March 16, 2010)	40,000
Balance, September 30, 2010	40,000
Increase (decrease) during the three months ended December 31, 2010	-
Balance, December 31, 2010	40,000

4. NOTE RECEIVABLE

The details of the note receivable due from an un-related individual, as at December 31, 2010, are as follows:

Amount	Interest Rate	Terms	Collateral
\$ 25,000	Non-interest bearing	On-demand	Un-secured

5. INVESTMENTS

The continuity of the Company's investments as at December 31, 2010 is as follows:

	September 30, 2010		December 31, 2010		
	Cost (\$)	Addition (sale) (\$)	Cost (\$)	Accumulated Unrealized gain (loss) (\$)	Fair Value (\$)
Publicly traded common shares					
Dessert Gold Ventures Inc. (300,000 shares)	240,000		240,000	120,000	360,000
Maxtech Ventures Inc. (440,000 shares)	264,000		264,000	242,000	506,000
Ona Power Corp. (2,998,000 shares)	509,236		509,236	(383,326)	125,910
Ona Power Corp (200,000 shares)	-	9,085	9,085	(85)	9,000
Global Uranium Corporation (100,000 shares)	7,800		7,800	(7,800)	-
Share purchase warrants of publicly traded shares					
Global Uranium Corporation (100,000 warrants)	4,200		4,200	(4,200)	-
Ona Power Corp. (2,800,000 warrants)	470,400		470,400	(434,000)	36,400
	1,495,636	9,085	1,504,721	(467,411)	1,037,310

ARRIS HOLDINGS INC.

Notes to the Financial Statements

For the Three Months Ended December 31, 2010

(Unaudited)

5. INVESTMENTS (Continued)

In accordance with the Company's accounting policies, the carrying values of the marketable securities are marked to market at each reporting date. The fair value of the common shares and share purchase warrants of Global Uranium was valued to \$nil as at December 31, 2010 because the trading of Global Uranium's common shares was halted on September 28, 2010 and has not resumed since then. The fair value of the warrants of Ona Power Corp. is established by using the valuation technique, the Black-Scholes Option Pricing Model, with the following assumptions:

	Assumptions used
Risk free interest rate	1.23%
Expected dividend rate	nil
Expected volatility	185%/year
Expected life	0.95 year
Exercise price	\$0.2/share

The accumulated unrealized loss of investments as at December 31, 2010 was \$467,411 (September 30, 2010: unrealized loss of \$432,376). As a result, the Company recorded an unrealized loss from market value adjustment of investment of \$35,035 for the three months ended December 31, 2010.

6. CORPORATE RESTRUCTURING

On November 2, 2009 the Company entered into a Plan of Arrangement with RTN Stealth Software Inc. ("RTN"), the Company's former parent, to proceed with a corporate restructuring by the way of statutory plan of arrangement whereby the Company would spin-out from the former parent and become a reporting issuer and acquiring an asset from RTN. Under the Plan of Arrangement, RTN had transferred a portfolio of marketable securities (the "Portfolio") to the Company in exchange for 17,583,372 common shares of the Company on the effective date of the Plan of Arrangement (January 5, 2010). Each share holder 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 Portfolio.

ARRIS HOLDINGS INC.

Notes to the Financial Statements

For the Three Months Ended December 31, 2010

(Unaudited)

7. RELATED PARTY TRANSACTIONS

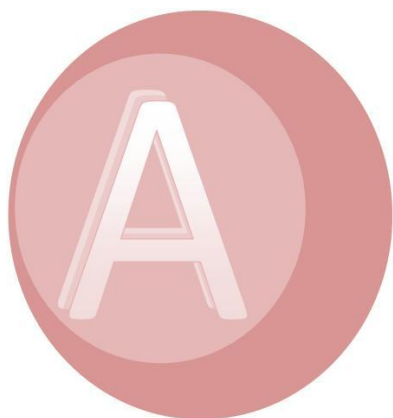
On May 1, 2010, AHI entered into a lease agreement and a consulting agreement with Cabmerl Industries Ltd. ("Cabmerl"), an entity that shares a common director with AHI. The monthly rent, and consulting fees are \$2,000 and \$5,000 respectively. The terms of these two agreements are not fixed and can be terminated with thirty days notice. During the three months ended December 31, 2010, AHI was charged \$6,000 (2010-\$nil) rent and \$15,000 (2010-\$nil) in 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 December 31, 2010, the Company's accounts payable and accrued liabilities balance included a \$50,820 payable balance owing to Cabmerl (September 30, 2010 -\$27,300). This related-party payable is un-secured and non-interest bearing.

8. SUBSEQUENT EVENTS

- a) Warrants exercised: On February 7, 2011, all of the Company's outstanding warrants (2,000,000 warrants) were exercised into common shares of the Company at \$0.07 per share for gross proceeds totalling \$140,000. The Company will use the proceeds to finance its operations.
- b) Acquisition of mineral properties: On February 9, 2011, the Company acquired two mineral claims covering areas located in the Kamloops mining division, British Columbia, through its newly incorporated subsidiary, Cielo Gold Corp. from an arms-length entity for consideration of \$5,000 (paid).

EXHIBIT “I”

MANAGEMENT DISCUSSION & ANALYSIS FOR THE YEAR ENDED SEPTEMBER 30, 2010



ARRIS HOLDINGS INC.

MANAGEMENT DISCUSSION & ANALYSIS

FOR THE YEAR ENDED SEPTEMBER 30, 2010

THIS MD&A IS DATED JANUARY 24, 2010

Management Discussion and Analysis

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 may 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 CAD\$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			2009 Oct 30 (inception) to Dec 31 \$
	September 30 \$	June 30 \$	March 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.

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.

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

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

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

The company has no off-balance sheet arrangements.

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

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
		<hr/>
		\$ 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