

ARRIS HOLDINGS INC.
1250 West Hastings St.
Vancouver, British Columbia V6E 2M4
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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