

Security Class

Holder Account Number

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Fold**Voting Instruction Form ("VIF") - Annual General and Special Meeting to be held on April 28, 2011****NON-REGISTERED (BENEFICIAL) SHAREHOLDERS**

1. We are sending to you the enclosed proxy-related materials that relate to a meeting of the holders of the series or class of securities that are held on your behalf by the intermediary identified above. Unless you attend the meeting and vote in person, your securities can be voted only by Management, as proxyholder of the registered holder, in accordance with your instructions.
2. We are prohibited from voting these securities on any of the matters to be acted upon at the meeting without your specific voting instructions. In order for these securities to be voted at the meeting, it will be necessary for us to have your specific voting instructions. Please complete and return the information requested in this VIF to provide your voting instructions to us promptly.
3. **If you wish to attend the meeting in person or appoint some other person or company, who need not be a shareholder, to attend and act on your behalf at the meeting or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the space provided (please see reverse).**
4. **This VIF should be signed by you in the exact manner as your name appears on the VIF. If these voting instructions are given on behalf of a body corporate set out the full legal name of the body corporate, the name and position of the person giving voting instructions on behalf of the body corporate and the address for service of the body corporate.**
5. If this VIF is not dated, it will be deemed to bear the date on which it is mailed by Management to you.
6. **When properly signed and delivered, securities represented by this VIF will be voted as directed by you, however, if such a direction is not made in respect of any matter, the VIF will direct the voting of the securities to be made as recommended in the documentation provided by Management for the meeting.**
7. This VIF confers discretionary authority on the appointee to vote as the appointee sees fit in respect of amendments or variations to matters identified in the Notice of Meeting or other matters as may properly come before the meeting or any adjournment or postponement thereof.
8. Should you wish to receive a legal form of proxy, please write to Computershare at the address indicated above and one will be sent to you by mail. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the documentation provided by Management including any cut-off time for receipt.
9. Your voting instructions will be recorded on receipt of the VIF and a legal form of proxy will be submitted on your behalf.
10. By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.
11. If you have any questions regarding the enclosed documents, please contact the Registered Representative who services your account.
12. This VIF should be read in conjunction with the accompanying documentation provided by Management.

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Fold**VIFs submitted must be received by 10:00 am, Pacific Time, on April 26, 2011.****VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!****To Vote Using the Telephone**

- Call the number listed BELOW from a touch tone telephone.

**1-866-734-VOTE (8683) Toll Free****To Vote Using the Internet**

- Go to the following web site:  
[www.investorvote.com](http://www.investorvote.com)

**If you vote by telephone or the Internet, DO NOT mail back this VIF.****Voting by mail** may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.**Voting by mail or by Internet** are the only methods by which a holder may choose an appointee other than the Management appointees named on the reverse of this VIF. Instead of mailing this VIF, you may choose one of the two voting methods outlined above to vote this VIF.**To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.****CONTROL NUMBER**



## Appointee(s)

Management Appointees are: LUCKY JANDA, or failing him, RANA VIG, or failing him, JAMIE LEWIN,

OR

If you wish to attend in person or appoint someone else to attend on your behalf, print your name or the name of your appointee in this space (see Note #3 on reverse).

as my/our appointee to attend, act and to vote in accordance with the following direction (or if no directions have been given, as the appointee sees fit) and all other matters that may properly come before the Annual General and Special Meeting of shareholders of ARRIS HOLDINGS INC. to be held at 1250 West Hastings Street, Vancouver, BC, V6E 2M4, on April 28, 2011 at 10:00 AM Vancouver Time, and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

**For** **Against**

### 1. Number of Directors

To set the number of Directors at three (3).

### 2. Election of Directors

**For** Withhold

**For** Withhold

**For** Withhold

Fold

01. LUCKY JANDA

02. RANA VIG

03. NAVCHAND JAGPAL

**For** **Withhold**

### 3. Appointment of Auditors

Appointment of ACAL GROUP, CHARTERED ACCOUNTANTS as Auditors of the Company for the ensuing year and authorizing the Directors to fix their remuneration.

**For** **Against**

### 4. THE ARRANGEMENT RESOLUTION

To consider and, if thought advisable, pass, with or without variation, a special resolution approving an arrangement under Part 9 Division 5 of the *Business Corporations Act* (British Columbia) which involves, among other things, the distribution to the shareholders of Arris Holdings Inc. (the "Company") shares of Cielo Gold Corp., currently a wholly-owned subsidiary of the Company, all as more fully described in the accompanying management information circular of the Company.

**For** **Against**

### 5. ARRIS STOCK OPTION PLAN

To consider and, if thought advisable, pass, with or without variation, an ordinary resolution to affirm, ratify and approve a stock option plan for Arris Holdings Inc.

**For** **Against**

### 6. CIELO GOLD STOCK OPTION PLAN

To consider and, if thought advisable, pass, with or without variation, an ordinary resolution to affirm, ratify and approve a stock option plan for Cielo Gold Corp.

**For** **Against**

### 7. OTHER BUSINESS

To transact such other business as may properly come before the Meeting or any adjournments thereof.

**Authorized Signature(s) - This section must be completed for your instructions to be executed.**

If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this VIF with signing capacity stated.

Signature(s)

Date

DD / MM / YY

Should you wish to receive a legal proxy, refer to Note #8 on reverse.



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