

NOTICE OF CHANGE IN CORPORATE STRUCTURE

pursuant to Section 4.9 of National Instrument 51-102

To: BC Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Canadian National Stock Exchange

Introduction

Arris Holdings Inc. is filing this Notice of Change in Corporate Structure pursuant to Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations*. Arris has completed a Plan of Arrangement (the “**Arrangement**”) under Part 9 Division 5 of the *Business Corporations Act* (British Columbia).

Parties to the Arrangement

The parties to the Arrangement are the parent company, Arris Holdings Inc. (“**Arris**” or the “**Company**”), and its subsidiary Cielo Gold Corp. (“**Cielo**”).

Description of the Arrangement

The shareholders of Arris (the “**Arris Shareholders**”) approved the Arrangement between Arris and its subsidiary Cielo Gold Corp (“**Cielo**”) at the annual general and special meeting of Arris Shareholders held on April 28, 2011. The Supreme Court of BC approved the Arrangement on May 6, 2011.

The Arrangement involved a number of steps, more fully described in Arris’ information circular (the “**Arris Circular**”) dated March 28, 2011. As a result of the Arrangement, Arris created two new classes of shares, being an unlimited number of New Common Shares and an unlimited number of Class A Preferred Shares; Cielo issued 21,583,372 common shares to Arris Shareholders on a one share for one share basis; Cielo acquired all of Arris’ interest in and to the equity portfolio; and Arris transferred control of two other inactive subsidiaries to Cielo. The common shares of Arris continue to trade on the Canadian National Stock Exchange (“**CNSX**”). Further details are available in the Arris Circular available on SEDAR.

Effective Date

The change in corporate structure is effective as of June 9, 2011 (the “**Effective Date**”).

Reporting Issuers and Continuing Entities

No party ceased to be a reporting issuer after the Arrangement.

Both companies will continue to exist. Arris Holdings Inc. was a reporting issuer prior to the Arrangement and remains a reporting issuer after the Arrangement.

Cielo Gold Corp. was not a reporting issuer prior to the Arrangement, but has become a reporting issuer as a result of the Arrangement.

Financial Reporting Periods

Arris Holdings Inc.

Date of Incorporation: October 30, 2009

Year End: September 30

The Company's first year end subsequent to the transaction will be September 30, 2011.

The first year's filings that will occur subsequent to the transaction are as follows:

<u>Period</u>		<u>Comparative Period</u>
Third Quarter	June 30, 2011	June 30, 2010
Annual	September 30, 2011	September 30, 2010
First Quarter	December 31, 2011	December 31, 2010
Second Quarter	March 31, 2012	March 31, 2011

Cielo Gold Corp.

Date of Incorporation: February 2, 2011

Year End: April 30

The Company's first year end subsequent to the transaction will be April 30, 2012

The first year's filings that will occur subsequent to the transaction are as follows:

<u>Period</u>		<u>Comparative Period</u>
First Quarter	July 31, 2011	Not Applicable
Second Quarter	October 31, 2011	Not Applicable
Third Quarter	January 31, 2012	Not Applicable
Annual	April 30, 2012	Not Applicable

Applicable Filings under National Instrument 51-102 – Continuous Disclosure Obligations

A management information circular that describes the Arrangement in detail, dated March 28, 2011, was mailed to the Arris shareholders and posted on SEDAR under Arris' profile.

A news release was disseminated on June 9, 2011 describing the Arrangement.