

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

June 9, 2011

Item 3 News Release

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

Item 4 Summary of Material Change

The Company provided an update regarding the proposed plan of arrangement with its subsidiary Cielo Gold Corp.

Item 5 Full Description of Material Change

At the Annual General and Special Meeting of the shareholders of Arris Holdings Inc., ("Arris" or the "Company"), held on April 28, 2011, the shareholders approved a proposal to undertake a spin-out transaction to segregate its assets into two separate companies. The spin-out transaction will be accomplished through a Plan of Arrangement under the provisions of the *Business Corporations Act* (British Columbia) (the "Act") between Arris and its subsidiary, Cielo Gold Corp (the "Arrangement"). The Company has sought and obtained the final approval of the Supreme Court of BC under the Act. The completion of the Arrangement remains subject to a number of conditions including Cielo Gold Corp. meeting listing requirements of a Canadian stock exchange.

The Arrangement is intended to give Arris Shareholders a direct interest in a new exploration company that will focus on and pursue the exploration and development of the Property as well as potentially acquiring and exploring new properties in districts and areas with known potential for high margin deposits.

Each shareholder of record on the share distribution record date (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 they held in the Company prior to completion of the Arrangement. Immediately upon the Arrangement becoming effective, each Arris shareholder will continue to hold one common share in the equity of Arris (the "Arris Shares") for each share of Arris held prior to the Arrangement. The Arris Shares will be identical in every respect to the shareholders' current Arris shares; in addition, each Arris shareholder will receive one common share in Cielo for each common share held in Arris (the "Cielo Shares"). Therefore, on completion of the Arrangement, each shareholder will have one Arris Share and one Cielo Share for each share in Arris that they held prior to the Arrangement. The Share Distribution Record Date will be announced by the Company at a later date.

Following the completion of the Arrangement Arris will retain the Maggie Gold property, which is located near Squamish, BC. Arris acquired the Maggie Gold property from Choice Gold Corp., a company that formerly had a director in common with Arris.

The complete text of the news release is attached hereto as Schedule "A".

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Does not apply.

Item 7 Omitted Information

Does not apply.

Item 8 Executive Officer

Lucky Janda
President & CEO
604-685-2542

Item 9 Date of Report

June 29, 2011



ARRIS HOLDINGS INC.
1250 West Hastings Street

Vancouver, BC V6E 2M4

CNSX:AAF

*For Immediate Release
June 9, 2011*

Arris Holdings Inc. Plans to Undertake Spin-out Transaction to Create Two Independent Companies

Vancouver, BC / June 9, 2011/ CNSX:AAF / At the Annual General and Special Meeting of the shareholders of Arris Holdings Inc., ("Arris" or the "Company"), held on April 28, 2011, the shareholders approved a proposal to undertake a spin-out transaction to segregate its assets into two separate companies. The spin-out transaction will be accomplished through a Plan of Arrangement under the provisions of the *Business Corporations Act* (British Columbia) (the "Act") between Arris and its subsidiary, Cielo Gold Corp (the "Arrangement"). The Company has sought and obtained the final approval of the Supreme Court of BC under the Act. The completion of the Arrangement remains subject to a number of conditions including Cielo Gold Corp. meeting listing requirements of a Canadian stock exchange.

About Cielo Gold Corp.

Cielo Gold Corp. ("Cielo") was incorporated for the purpose of mineral exploration and to receive the equity portfolio currently owned by Arris as part of the Arrangement. Cielo currently holds a 578 hectare property comprised of two claim blocks located in the Kamloops mining division of British Columbia (the "Property"). The ultimate target at the Property consists of both high-grade gold-silver veins and vein systems that have potential to host bulk-tonnage low-grade gold deposits. The technical report prepared under the terms of National Instrument 43-101 on the Property is available on SEDAR under Arris' profile.

Cielo Gold Corp. will hold the Equity Portfolio

Under the terms of the proposed transaction, Arris will transfer all of its interest in and to its equity portfolio comprised of equities in the capital of certain junior resource issuers (the "Asset" or the "Equity Portfolio") to Cielo Gold Corp, in exchange for shares in Cielo. The Equity Portfolio will be managed through a subsidiary of Cielo, Aerius Investments Inc., with the intent of increasing the value of the Equity Portfolio to provide funding for the exploration of the Property, the acquisition of other properties of merit as it sees fit, and for general working capital purposes.

Spin-out of Cielo Gold Corp.

The Arrangement is intended to give Arris Shareholders a direct interest in a new exploration company that will focus on and pursue the exploration and development of the Property as well as potentially acquiring and exploring new properties in districts and areas with known potential for high margin deposits.

Each shareholder of record on the share distribution record date (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 they held in the Company prior to completion of the Arrangement. Immediately upon the Arrangement becoming effective, each Arris shareholder will continue to hold one common share in the equity of Arris (the "Arris Shares") for each share of Arris held prior to the Arrangement. The Arris Shares will be identical in every respect to the shareholders' current Arris shares; in addition, each Arris shareholder will receive one common share in Cielo for each common share held in Arris (the "Cielo Shares"). Therefore, on completion of the Arrangement, each shareholder will have one Arris Share and one Cielo Share for

each share in Arris that they held prior to the Arrangement. The Share Distribution Record Date will be announced by the Company at a later date.

Following the completion of the Arrangement Arris will retain the Maggie Gold property, which is located near Squamish, BC. Arris acquired the Maggie Gold property from Choice Gold Corp., a company that formerly had a director in common with Arris.

Lucky Janda, President and CEO of Arris commented, "Management and the board of Arris are pleased that the shareholders approved the Arrangement. We believe the proposed spin-out to be an excellent opportunity for our shareholders to realize value from their Arris holdings. An independent Cielo will provide shareholders with the opportunity to participate in a new company that will be able to expand its development team, move forward and explore the Property, or acquire other properties of merit for the purpose of exploration and development."

Lucky Janda will remain on as President and CEO of Arris and will also be appointed as the CEO of Cielo Gold Corp. Thomas Tough, P.Eng. will bring his years of knowledge and expertise in the mining sector to the board, and Rana Vig, a business man experienced in public company stewardship, also joins the board. Mr. Tough, Mr. Vig and Mr. Janda will remain with the board of Cielo to see it through its development stage. The names of additional directors and senior management of Cielo will be announced in due course.

Qualified Person

Thomas R. Tough, P.Eng., a qualified person as defined by National Instrument 43-101, has supervised the preparation of the scientific and technical information that forms the basis for this news release and has approved the disclosure herein. Mr. Tough is not independent of Arris, as he is a director.

About Arris Holdings Inc.

Arris Holdings Inc. was incorporated on October 30, 2009 as an investment management company focused on funding junior resource companies interested in exploration focused in Canada. Arris recently acquired the Maggie Gold Property and intends to evaluate its potential for exploration. The Company has assembled a strong mix of financial, technical, and entrepreneurial expertise to pursue exploration and development of its mining prospects in Canada and potentially abroad. Management will also actively evaluate additional resource prospects for acquisition by the Company aimed at building shareholder value while maintaining fiscal responsibility, giving our shareholders the maximum value for their investment.

The Arris Shares are listed on the Canadian National Stock Exchange ("CNSX"), trading under the symbol AAF, and, following completion of the Arrangement, it is intended that the Cielo Shares will also be listed on the CNSX. The listing of the Cielo Shares is subject to CNSX approval.

On behalf of Arris Holdings Inc.

"Lucky Janda"

***President and
Chief Executive Officer***

FORWARD LOOKING STATEMENTS: This release contains "forward-looking statements" within the meaning of applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion, growth of the Company's businesses, operations, plans and with respect to exploration results, the timing and success of exploration activities generally, permitting time lines, government regulation of exploration and mining operations, environmental risks, title disputes or claims, limitations on insurance coverage, timing and possible outcome of any pending litigation and timing and results of future resource estimates or future economic studies. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "planning", "planned", "expects" or "looking forward", "does not expect", "continues", "scheduled", "estimates", "forecasts", "intends", "potential", "anticipates", "does not anticipate", or "belief", or describes a "goal", or

variation of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements are based on a number of material factors and assumptions, including, the result of drilling and exploration activities, that contracted parties provide goods and/or services on the agreed time frames, that equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred, that plant and equipment function as specified, that no unusual geological or technical problems occur, and that laboratory and other related services are available and perform as contracted. Forward-looking statements involve known and unknown risks, future events, conditions, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from any future results, prediction, projection, forecast, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the interpretation and actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; possible variations in grade or recovery rates; failure of equipment or processes to operate as anticipated; the failure of contracted parties to perform; labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of exploration, as well as those factors disclosed in the company's publicly filed documents. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in 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 forward-looking 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.

CNSX has not reviewed and does not accept responsibility for the adequacy or accuracy of the content of this news release.

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