

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102**

ITEM 1 REPORTING ISSUER

Arris Resources Inc.
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ITEM 2 DATE OF MATERIAL CHANGE

July 17, 2007

ITEM 3 NEWS RELEASE

July 17, 2007

ITEM 4 SUMMARY OF MATERIAL CHANGE

Private placement of units.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

The company will conduct a private placement of up to 5,250,000 units at US\$0.05 per unit. Each unit will consist of one common share and one common share purchase warrant. Each share purchase warrant is exercisable into one additional common share at a price of US\$0.065 per common share for a period of 24 months. The Company may pay a finder's fee or commission in connection with the private placements.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

Curt Huber – President, Telephone: 604-685-2542

ITEM 9 DATE OF REPORT

Dated at Vancouver, B.C. this 18th day of July, 2007.