FORM 51-102F3
Material Change Report

Item 1. **Name and Address of Company**

CYPRESS DEVELOPMENT CORP.
Suite 1490 – 885 West Georgia Street,
Vancouver, B.C.
V6C 3E8

Telephone: (604) 687-3376
Fax: (604) 687-3119

Item 2. **Date of Material Change**

April 28, 2004

Item 3. **News Release**

The date of the press release issued pursuant to Section 7.1 of National Instrument 51-102 with respect to the material change disclosed in this report is **April 28, 2004**. The press release was issued in Vancouver, British Columbia.

Item 4. **Summary of Material Change**

Fourth Quarter Report

Item 5. **Full Description of Material Change**

Cypress Development Corp. has released its BC Form 51-901F Fourth Quarter Report containing audited financial statements in Canadian funds, for the year ended December 31, 2003 (the "Quarterly Report"). Pursuant to the requirements of National Instrument 54-102, this news release provides a summary of the information contained in the Quarterly Report. Concurrent with this news release, the Company has filed the Quarterly Report with the regulatory authorities through SEDAR (www.sedar.com).

General

The Company is primarily a junior exploration company. Activities include the process of exploring its mineral properties, reviewing and subsequently acquiring potential new mineral properties and conducting exploration programs to determine whether these properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for the mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the exploration of the property, and upon future profitable production.

Significant Events

Oil and Gas Interests

The Company received a $150,000 payment from Horizon Industries Ltd. as full and final satisfaction of all of Horizon's obligations under the terms of the Purchase and Sale Agreement dated December 13, 2001 wherein the Company agreed to sell Horizon its 20% working interest in six producing gas wells in the Ronalane Area of Alberta. At December 31, 2003, the funds were held in trust.

Mineral Properties

South Voisey Bay Project

In November 2003, the Company announced that the 2003 exploration program being conducted on its South Voisey Bay Nickel property (SVBN) has now been completed.

McKenzie Island Claims, Ontario

On December 19, 2003, Skyharbour Resources Ltd. and the Company announced that Orko Gold Corporation has provided notice that it will not be proceeding with its option to earn an interest in the McKenzie Island property.

Options

The Company granted incentive stock options enabling the holders to acquire up to 736,279 common shares at $0.10 per share to November 12, 2005.

Results of Operations

For the year ended December 31, 2003 the Company incurred a net loss of $215,229 compared to a net loss of $862,121 in the previous year. The decrease of $646,892 or approximately 75% in the current year resulted from the reduction in expenses overall, especially in legal expenses and the $122,766 gain on disposition of oil and gas interests.

The Company received $77,386 in proceeds from the sale of marketable securities, $25,000 from option payments and $183,413 from the recovery of oil and gas interests. The Company incurred $51,751 in mineral property costs during the current year.

Liquidity and Capital Resources

Working capital was $71,921 at December 31, 2003 compared to a working capital of $207,154 at December 31, 2002. The Company's unrestricted cash position at the December 31, 2002 was $23,724. As a result of expenditures incurred during the year for general business expenses; proceeds received from the sale of marketable securities, option payments received for mineral property options; the increase in mineral properties and accounts payable and accrued liabilities; and the decrease in accounts receivable, the Company's unrestricted cash position at December 31, 2003 was $153,575.

The Company has historically met all cash requirements for operation by equity financing. Future funding needs of the Company are dependent upon the Company's continued ability to obtain equity and/or debt financing to meet its financial obligations and to pursue further exploration on its properties.

Subsequent Events

Private Placements

The Company closed a 4,000,000 unit brokered private placement at $0.10 per unit on February 26, 2004. Each unit consists of one share and one share purchase warrant entitling the holder to purchase one share at a purchase price of $0.10 per share until February 26, 2005. The Agent received a finder's fee of $40,000 cash, an administration fee of $2,000 and 800,000 Agents' Warrants. The shares and any shares acquired upon exercise of the share purchase warrants are subject to a hold period until June 27, 2004.

The Company also closed a 1,250,000 unit non-brokered private placement at $0.10 per unit. (780,000 units on February 16, 2004 and 470,000 units on February 18, 2004). The 780,000 units are subject to a hold period until June 17, 2004 and the share purchase warrants expire on February 16, 2005. The 470,000 units are subject to a hold period until June 19, 2004 and the share purchase warrants are exercisable until February 18, 2005.

The Company intends to utilize the proceeds of the private placement for general working capital purposes and a Phase I work program to commence in spring 2004 on the Company's Gunman Nevada property.

Resignation

Derek Huston resigned as Vice President of Communications and Mr. David Goldman was appointed in his place on February 18, 2004. The Company also announced that Nancy Ackerfeldt resigned as Secretary of the Company and that Mr. Derek Huston has been appointed in her place.

Stock Options

The Company granted the following incentive stock options:

Date of Grant	# of Stock Options	Exercise Price	Expiry Date
January 7/2004	211,590	$0.14	January 7/2006
February 18, 2004	135,000	$0.12	February 18, 2006
February 26, 2004	570,000	$0.14	February 26, 2006

Mineral Properties

Dome Township, Red Lake Area, Ontario

The Company entered into an Acquisition Agreement dated March 25, 2004 with Dan Patrie Exploration Ltd. to acquire a 100% interest in and to one (1) mineral claim consisting of 6 units (approximately 240 acres) located in the Dome Township, Red Lake Area, Kenora Mining Division, Ontario. The consideration payable to Patrie for the mineral claim is the sum of $3,000 and the issuance of 65,000 common shares. (issued on April 1, 2004) A 2% net smelter return royalty is reserved in favour of Patrie. Regulatory approval was received on April 1, 2004. This acquisition will form part of the McKenzie Island property of which Skyharbour Resources Ltd. has a 20% interest. As per the Second Agreement dated April 16, 2004, Skyharbour was vested with a 20% interest in this property for the sum of $2,400.

East Humlin Claims, Ontario

The Company issued 25,000 common shares on March 5, 2004 in connection with the Company's 3rd tranche issuance pursuant to the terms of an Option Agreement dated February 21, 2002. The Company had been granted an option in and to the East Humlin Group Property, which forms part of the Company's jointly held McKenzie Island property, in Red Lake, Ontario. The shares will be subject to a hold period and shall not trade before July 6, 2004.

SOUTH VOISEY BAY PROJECT, LABRADOR

On April 16, 2004, Donald Huston, President, reported that the Company has been advised that Falconbridge Limited will not be pursuing its option to earn a 50% interest in the South Voisey Bay Nickel Co. Ltd property. Cypress and its South Voisey Bay Project partners continue to believe that the project has the potential to host a major nickel sulphide deposit and will continue to investigate various means to move the SVB project forward. Cypress holds an 11.4% interest in the South Voisey Bay Nickel Co. Ltd. that owns over 1,000 sq km of land holdings in northern Labrador.

White Pine Claims, Nevada

The Company commissioned a geological report on its Gunman Project. The report on the property, entitled "Exploration Recommendations" dated January 15, 2004, was prepared by Robert D. Marvin, B.Sc., Geologist, of Red Rock Exploration Services, Reno, Nevada. The report presents a project summary and the results of exploration planning done to guide a recommended, aggressive drilling program to be commenced in Spring 2004. Drilling and other project work would occur in three phases and result in total expenditures of approximately $600,000 USD.

In early April 2004, the Company received confirmation that all permits were now in place. The first phase of the reverse circulation and diamond drilling program, which includes a minimum of 7,300 feet (18 holes), started on April 24, 2004 and is expected to take approximately 6 weeks to complete. The Gunman property consists of 120 Federal lode claims totaling 2,400 acres, located on the east flank of the Diamond Range, White Pine County, approximately 40 miles NNE of Eureka, Nevada.

The goal of the three phase 2004 drill programs will be to delineate extensions to the known high-grade oxide zinc-silver ore zone, the RH Zone, discovered during the 2000-2001 drill programs.

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**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report:

Jim Pettit, Director
Phone: (604) 687-3376

Item 9. **Date of Report**

April 28, 2004