FORM 51-102F3
Material Change Report

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

CYPRESS DEVELOPMENT CORP.
Suite 2230 – 885 West Georgia Street,
Vancouver, B.C.
V6C 3E8

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

Item 2. **Date of Material Change**

December 11, 2008

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 **December 11, 2008.** The press release was issued in Vancouver, British Columbia.

Item 4. **Summary of Material Change**

Cypress Announces amendment to Flow-Through Private Placement

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

Vancouver, BC - Cypress Development Corp. (TSX-V: CYP) (FWB: C1Z) announces that further to its news release dated November 26, 2008, it will now proceed with its $2,000,000 private placement at a price of $0.175 per unit for the issuance of up to 11,428,571 Units. Each unit consists of one **flow-through common** share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase a non flow-through common share of the Company for a period of two years at a price of $0.25 per share in the first year and $0.30 per share in the second year.

The private placement is subject to the acceptance of the TSX Venture Exchange.

About Cypress Development Corp.:
Cypress Development Corp. is a diversified precious and base metal exploration and development company with properties in Red Lake, Ontario, Canada, and in Nevada, U.S.A.

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:

Donald C. Huston, President
Phone: (604) 687-3376

Item 9. Date of Report

December 11, 2008