

**FORM 51-102F3**  
***Material Change Report***

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

**CYPRESS DEVELOPMENT CORP.**  
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Vancouver, B.C.  
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**Item 2.        Date of Material Change**

April 5, 2012

**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 5, 2012**. The press release was issued in Vancouver, British Columbia.

**Item 4.        Summary of Material Change**

Drilling commences on the Company's Twenty-One Silver-Gold Project in Nevada.

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

**Vancouver, BC - Cypress Development Corp. (TSX-V: CYP)** is pleased to announce that drilling has commenced on its 420 acre Twenty-One silver-gold property located in Mineral County, west central Nevada.

Twenty One Silver-Gold project location map:

<http://www.cypressdevelopmentcorp.com/i/maps/21/Twenty-One-Silver-Gold-Location-Map.jpg>

Okeefe Drilling has been hired to drill 7 to 10 reverse circulation holes on the property. The objectives of these holes are to explore the potential depth extensions of two areas of outcropping silver-gold mineralization. In particular, the exploration is designed to test carbonate rocks lying beneath a locally mineralized quartz latite breccia cap unit which hosts the known mineralization at the property.

Jasperoid boulders occur down slope of the brecciated latite unit and are thought to be sourced from altered and mineralized Triassic age limestone units lying stratigraphically beneath the latite.

A new area of outcropping silver mineralization discovered during the January ground magnetic survey has been examined in detail during the drill program preparations and appears to be related to quartz veinlets cutting the latite cap. The area of these veinlets has been greatly expanded and additional surface rock chip samples have been collected. Drilling of this area will occur during the 7 to 10 hole program.

The results of the 34.5 line kilometre ground magnetic survey completed in January have been processed and plotted and have lead to the discovery of surface outcrop and subcrop exposures of intense iron oxide flooding of carbonate rocks marginally exposed beneath the brecciated latite volcanic cap unit. Surface sampling is being carried out on these occurrences.

**Past Highlights:**

- Notable grab surface sampling of quartz vein material from historic workings returned silver assay values from 203 g/t to 2100 g/t (67.7 oz/t) silver
- The high silver values are accompanied by gold values from 0.62 g/t gold to 3.4 g/t gold
- Base metal values in the vein samples include values of +50,000 ppm lead and 1.35% zinc
- Discovery of a new area of mineralized outcrop has been made; outcropping, iron and manganese oxide stained limestone located over 750 metres N-NW of the vein area returned 17 g/t silver along with strong lead, zinc and manganese values

The property covers the contiguous E-NE extension of silver and gold mineralization mined at the Mindora deposit. The Mindora deposit is reported to have over 1 million ounces of silver and gold based on shallow drilling done in the 1980's. No drilling has ever occurred on the Twenty-One silver-gold property.

Twenty One Silver-Gold Project mine trend map:

<http://www.cypressdevelopmentcorp.com/i/maps/21/Twenty-One-Silver-Gold-Production-Trend.jpg>

The main targets of the Cypress drill program are silver-gold rich, base metal bearing carbonate replacement deposits and or skarn type mineralization hosted within Triassic age carbonate rocks. The property covers the contiguous E-NE extension of silver and gold mineralization mined at the Mindora deposit. It is further reported that molybdenum mineralization within felsic intrusive rocks was encountered in deeper holes drilled at Mindora.

The Twenty-One property lies along a NE trending corridor which contains both pre- Tertiary silver and base metal mineralization as well as Tertiary age gold-silver mineralization. Significant production has occurred at the Santa Fe Mine located 15 miles NE of the Twenty-One property. Advanced exploration for porphyry molybdenum and copper has occurred between Cypress's Twenty-One and the Santa Fe properties.

Twenty One Silver-Gold project production trend map:  
<http://www.cypressdevelopmentcorp.com/i/maps/21/Twenty-One-Silver-Gold-Production-Trend.jpg>

The overall geologic setting and known mineralization along this under explored mineral trend bears close resemblance to the setting of the productive area around the Coeur Rochester-Relief Canyon area east of Lovelock, Nevada. Other highly favorable characteristics at the Twenty-One property include the known existence of a large area of very shallow pediment gravel cover over potentially mineralized rocks and the known presence of an area containing a silver mineralized jasperoid subcrop located 1500 feet north of the exposed silver-lead-gold bearing quartz veins. In summary, the Twenty-One property presents a large target area similar to those explored during the great shallow oxide mineralization exploration boom in Nevada in the 1980's.

The Twenty-One Silver-Gold Project is located in Mineral County, approximately 100 miles southeast of Carson City, Nevada. The property sits 3 miles south of US Highway 95 and access to the property is by dirt track roads. The Twenty-One Silver-Gold Project consists of two blocks of lode claims centered on an area of outcropping. High voltage power lines run along Highway 95 providing excellent infrastructure to the project area.

**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**

April 5, 2012