

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

CYPRESS DEVELOPMENT CORP.

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Item 2. Date of Material Change

July 14, 2014

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 July 14, 2014. The press release was issued in Vancouver, British Columbia.

Item 4. Summary of Material Change

Cypress Phase 2 Exploration Program begins on Gunman Zinc-Silver Project, Nevada.

Item 5. Full Description of Material Change

Vancouver, BC - Cypress Development Corp. (TSX-V: [CYP](#)) (OTC Pink: [CYDVF](#)) (Frankfurt: [CIZ](#)) is pleased to announce the Company has initiated its planned detailed sampling program, in advance of its planned 2014 Phase 2 drill program, at its wholly owned 1140 acre Gunman zinc-silver-gold project in White Pine County, Nevada.

Southern Carlin Trend location map:

<http://www.cypressdevelopmentcorp.com/s/Image.asp?i=Maps/Gunman-43-101.jpg>

Following a highly successful 2014 Phase 1 exploration and drilling program at the Gunman project (see [news release June 12, 2014](#)), Cypress is moving forward with a Phase 2 program. The very high grade zinc and silver drill intercepts returned from Phase 1 drilling at the RH Zone, with new exposures of the mineralization, has led to the conclusion that the spectacular oxide mineralization is likely a high grade polymetallic vein and breccia system and represents a very high quality zinc-silver project located in a very favorable geologic environment.

2014 Phase 1 delineation drilling at the RH Zone returned long, continuous intervals of very high grade, oxidized zinc and silver mineralization. Highlights include RC hole GMRC-9 which returned a 175 foot down hole interval of 12% zinc and 121 g/t silver and hole GMRC-5 which returned a 55 foot interval of 21% zinc and 147 g/t silver.

The 2014 Phase 2 exploration program will focus on three key target areas of the Gunman property in which Phase 1 results have been very encouraging.

Gunman Project zone target map:

<http://www.cypressdevelopmentcorp.com/s/Image.asp?i=Maps/Phase-1-Rock-Assays.jpg>

1. Surface sampling in the Far North Target Area has identified an area of outcropping, silicified limestone conglomerate that contains a well-developed zinc-arsenic and mercury anomaly based on first pass rock chip sampling. In addition, a single sample of leached, weathered rock collected in a dry wash down slope and to the east of this area returned 2.235% zinc. It is likely that this material was eroded from a source area within the northern portion of the property.

The Phase 2 program will include a focused prospecting effort to determine the source of the high grade sample as well as to provide more detail in the area of the altered, outcropping and anomalous limestone conglomerate.

The Far North Target area lies 6000 feet north of the RH Zone and Cypress views the area as highly prospective due to the results of the Phase 1 program. Discovery of significant bedrock zinc-silver mineralization there would immediately change the scope of the project.

2. Outcropping copper oxide mineralization was sampled during Phase 1 and returned copper assays up to 10% copper along with very high arsenic values. This target area lies 300 feet west of the RH Zone and is known as the TQCU target area.

Gunman outcropping copper oxide mineralization:

<http://www.cypressdevelopmentcorp.com/s/Image.asp?i=/photos/gunman/pic006.jpg>

The copper showing has been explored by historical shallow workings and is one segment of a 2500 to 3000 foot long zone of outcropping copper oxide mineralization hosted in a distinctive coarse grained sandstone unit. This copper mineralization flanks the zinc-silver mineralization delineated at the RH and RH South Zones.

Detailed prospecting and mapping of the showings west of the RH Zone will be done in order to target exploration drilling of the outcropping copper oxide mineralization.

3. The detailed sampling program will be followed by a 2014 Phase 2 drill program which will include approximately 10 additional drill holes along the periphery of the known RH Zone high grade zinc-silver mineralization. The holes will be located in identified block areas which have had no previous drilling.

The 2014 Phase 2 drill program at the RH Zone is envisioned to consist of approximately 3000 feet of RC drilling at specific zinc and silver oxide targets. Cypress anticipates the drill program to start around the middle of August.

The Gunman project is hosted by complex veining and brecciation zones localized along generally north-south trending faults. The total strike length containing mineralized positions along this trend is now approximately 9000 feet.

On March 18th, Cypress announced the completion and filing of a National Instrument (NI) 43-101 Compliant Technical Report on the Company's wholly owned Gunman zinc-silver-gold project located in White Pine County, Nevada.

For additional documentation of the data used in the Technical Report please refer to the full report filed on SEDAR and on Cypress' web site dated March 17, 2014 and titled: GUNMAN ZINC-SILVER PROJECT NATIONAL INSTRUMENT 43-101 COMPLIANT TECHNICAL REPORT.

Robert Marvin, P.Geo., CPG, Exploration Manager for Cypress Development Corp. is the Qualified Person as defined by National Instrument 43-101 and has supervised both the project field work and the preparation of the technical information in this release.

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

July 14, 2014