



## NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “**Meeting**”) of the shareholders of Cypress Development Corp. (the “**Company**”) will be held via teleconference on Wednesday, October 14, 2020 at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the past fiscal year ending December 31, 2019 and the auditor’s report thereon;
2. To set the number of directors and to elect directors for the ensuing year;
3. To appoint the auditor of the Company and to authorize the directors to set the auditor’s remuneration;
4. To consider and, if thought fit, pass an ordinary resolution to approve the renewal of the Company’s Stock Option Plan;
5. To consider and, if thought fit, pass an ordinary resolution to ratify and approve the Company’s Shareholder Rights Plan; and
6. To transact such further business as may properly come before the Meeting and any adjournment or postponement thereof.

To ensure the safety of our shareholders and other stakeholders entitled to attend the Meeting amidst the ongoing COVID-19 pandemic, the Company is conducting a Meeting via teleconference. Registered shareholders and validly appointed proxyholders may attend the Meeting by calling the following toll-free number: **1-888-390-0598**. All callers will be prompted to enter the following passcode upon entering the teleconference: **5572372**.

A registered shareholder of the Company entitled to attend and vote at the Meeting and is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting via teleconference, please read the notes accompanying the instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. As set out in the notes, the enclosed instrument of proxy is solicited by management, but you may amend it, if you so desire, by inserting in the space provided the name of the person you wish to represent you at the Meeting. Non-registered shareholders of the Company should carefully follow the instructions received from their intermediary in respect of voting shares of the Company that they beneficially own, as more fully described under “Advice to Beneficial Holders of Common Shares” in the Information Circular.

DATED at Vancouver, British Columbia as at September 17, 2020.

BY ORDER OF THE BOARD  
**CYPRESS DEVELOPMENT CORP.**

/s/ “Donald Huston”

Donald C. Huston,  
Chairman and President