

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

CYPRESS DEVELOPMENT CORP.

Suite 1610 – 777 Dunsmuir Street, Vancouver, BC, V7Y 1K4

Telephone: (604) 687-3376

Fax: (604) 687-3119

Item 2. Date of Material Change

September 2nd, 2020

Item 3. News Release

A news release was issued throughout Canada by wire service on **September 3rd, 2020** and filed on SEDAR on that same day.

Item 4. Summary of Material Change

Cypress Development Adopts Shareholder Rights Plan

Item 5. Full Description of Material Change

See “Schedule A”

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7. Omitted Information

None.

Item 8. Executive Officer

William Willoughby, PhD., PE

Chief Executive Officer

Phone: (604) 687-3376

Item 9. Date of Report

September 3rd, 2020

Schedule "A"



Suite 1610 - 777 Dunsmuir Street, Vancouver, BC, Canada, V7Y 1K4
www.cypressdevelopmentcorp.com

TSX Venture Exchange Symbol: CYP
Email: info@cypressdevelopmentcorp.com

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

NEWS RELEASE

September 3, 2020

Cypress Development Adopts Shareholder Rights Plan

Vancouver, BC - Cypress Development Corp. (TSX-V: **CYP) (OTCQB: **CYDVF**) (Frankfurt: **C1Z1**)** ("Cypress" or "the Company") announced today that it has entered into a Shareholder Rights Plan (the "Plan"), subject to all necessary regulatory and shareholder approval.

The Plan is designed to ensure that the Company's shareholders are treated fairly in the event of a take-over bid for the Company's common shares and that the Company's Board of Directors and shareholders will have adequate time to evaluate any unsolicited take-over bid and, if appropriate, to evaluate and pursue other alternatives to maximize shareholder value. The Plan was not adopted in response to any actual or threatened take-over bid or other proposal from a third party to acquire control of the Company.

The Plan is effective as of September 2, 2020 (the "Effective Date"). The Plan has received the approval of the TSX Venture Exchange, which is conditional upon the Company's shareholders confirming the Plan at the Annual General and Special Meeting of Shareholders to be held on October 14, 2020. If approved by shareholders, the Plan will be in effect until three years from the Effective Date and must be renewed by shareholders at the 2023 Annual General Meeting and every three years thereafter.

At the close of business on the Effective Date, one right (a "Right") will be issued and attached to each common share of the Company outstanding at that time. A Right will also attach to each common share of the Company issued after the Effective Date. If shareholders do not confirm the Plan at the upcoming Annual General Meeting, the Plan and the Rights will terminate and cease to be effective.

The Plan is similar to shareholder rights plans recently adopted by several other Canadian companies. The Plan is not intended to block take-over bids. The Plan includes "Permitted Bid" provisions which will prevent the dilutive effects of the Plan from operating if a take-over bid is made by way of a take-over bid circular that, among other things, remains open for a minimum of 60 days and is accepted by a specified proportion of the common shares held by independent shareholders. The Plan will be triggered by an acquisition, other than pursuant to a Permitted Bid, of 20% or more of the outstanding common shares of the Company.

About Cypress Development Corp.:

Cypress Development Corp. is a publicly traded exploration company focused on developing the Company's 100%-owned Clayton Valley Lithium Project in Nevada. The Company has approximately \$1.42 million in its treasury, no debt, and approximately 94.7 million shares issued and outstanding.

To find out more about Cypress Development Corp. (TSX-V: [CYP](#)), visit our website at www.cypressdevelopmentcorp.com.

CYPRESS DEVELOPMENT CORP.

"Dr. Bill Willoughby"

WILLIAM WILLOUGHBY, PhD., PE
Chief Executive Officer

For	further	information	contact	myself	or:
Don Myers					
Cypress Development Corp.					
Director, Corporate Communications					
Telephone:				604-639-3851	
Toll		Free:		800-567-8181	
Facsimile:				604-687-3119	
Email:	info@cypressdevelopmentcorp.com				

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THE CONTENT OF THIS NEWS RELEASE.

This release includes certain statements that may be deemed to be "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that management of the Company expects, are forward-looking statements. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. The Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause actual results to differ materially from those in forward-looking statements, include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see the public filings of the Company at www.sedar.com for further information.