



NOTICE OF ANNUAL GENERAL & SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General & Special Meeting (the “**Meeting**”) of the shareholders of Cypress Development Corp. (the “**Company**”) will be held virtually on Thursday, October 28, 2021 at the hour of 1:00 p.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, 2020 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, to pass an ordinary resolution of disinterested Shareholders to ratify and approve adoption of the Company’s Long-Term Incentive Plan, as more particularly described in the accompanying Information Circular; and
5. 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 virtually. Registered shareholders and validly appointed proxyholders may attend the Meeting via the web at:

<https://agm.issuereirect.com/cap>

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 30, 2021.

BY ORDER OF THE BOARD
CYPRESS DEVELOPMENT CORP.

/s/ “William Willoughby”

William Willoughby
President & CEO