

CODE OF BUSINESS CONDUCT AND ETHICS

INTRODUCTION TO OUR CODE

Cypress Development Corp. and its subsidiaries (the “Company”) are committed to honest and ethical conduct in everything we do. We are dedicated to full, fair, accurate, timely and understandable disclosure in the Company’s public reports and communications and compliance with applicable laws, rules and regulations.

Our Code of Business Conduct and Ethics (the “Code”) serves as a roadmap to guide your decisions and actions in order to uphold the highest moral, legal and ethical standards within the Company.

Accordingly, the Company’s Board of Directors (the “Board”) has developed and adopted this Code applicable to all directors, officers, employees and consultants to the Company. Your cooperation is necessary to maintain our reputation with our shareholders, business partners, prospective investors and other stakeholders for honesty and integrity, which is key to the continued success of our business.

The Company has adopted the guidelines and policies set forth below to address many aspects of the Company’s business. However, every situation cannot reasonably be addressed in this Code. Therefore, in the absence of specific guidelines and policies on a particular matter that may arise, you must keep in mind the spirit of this Code and adhere to the highest ethical standards. If you have any questions or concerns about compliance, ask your supervisor or the human resources or legal departments of the Company for guidance. It is important that you comply with this Code, as well as the Company’s other policies and guidelines. **Failure to do so could result in disciplinary action, including termination.**

We strive to demonstrate the following core values every day and in everything we do:

Our Values

- **Safe and Ethical Behavior:** *care for each other, our community and the environment*
- **Pride:** *be proud to be a Cypress employee and be proud of your contribution*
- **Performance:** *be a highly effective contributor*
- **Teamwork:** *we will succeed as a team*
- **Innovation:** *think ahead of the curve, strive for ways to continually improve*

This Code is not intended to be a comprehensive guide to all of our policies or to all of your responsibilities under law or regulation. It provides general parameters to help you resolve the ethical and legal issues you encounter in conducting our business. Think of this Code as a guideline, or a minimum requirement, that must always be followed. You must not assume that questionable activities not explicitly covered by or specifically prohibited by this Code are permissible.

We expect each of our directors, officers, employees and consultants to read and become familiar with the ethical standards described in this Code. Violations of this Code, our other corporate policies, or the law may lead to disciplinary action, including termination.

Every director, officer, employee and regular consultant must be committed to the following standards of conduct:



HONEST AND ETHICAL CONDUCT

We place the highest value on the integrity of our directors, officers, employees and consultants and demand this level of integrity in all our dealings. We insist on not only ethical dealings with others, but on the ethical handling of actual or apparent conflicts of interest between personal and professional relationships

Fair Dealing

Directors, officers, employees and consultants are required to deal honestly and fairly with each other, our suppliers, competitors, shareholders and other third parties. We will not take unfair advantage of anyone through illegal conduct, misrepresentation of material facts or any other unfair-dealing practice. In all our dealings with these parties we:

- ✓ prohibit bribes, kickbacks and any other form of improper payment, direct or indirect, to any representative of a government, labor union, supplier or other business partner in order to obtain a contract, some other commercial benefit or government action;
- ✓ prohibit our directors, officers, employees and consultants from accepting any bribe, kickback or improper payment from anyone;
- ✓ require clear and precise communication in our contracts, advertising, literature, and other public statements and seek to eliminate misstatement of fact, material omissions or misleading impressions; and
- ✓ prohibit our representatives from otherwise taking unfair advantage of our suppliers, competitors or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair-dealing practice.



If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom conflicts with this Code, you must comply with the Code.

Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill among business partners. These courtesies include such things as meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, travel, accommodation and other merchandise or services.

In some cultures, business gifts play an important role in business relationships. However, a problem may arise when such courtesies compromise - or appear to compromise – our ability to make objective and fair business decisions.

Offering or receiving any gift, gratuity or entertainment that might be perceived to unfairly influence a business relationship should be avoided. These guidelines apply at all times, and do not change during traditional gift-giving seasons.

No gift or entertainment should ever be offered, given, provided or accepted by any director or employee of the Company, or by any family member of a director or employee, if it:

- ✓ is a cash gift
- ✓ is not consistent with customary business practices
- ✓ is excessive in value
- ✓ can be construed as a bribe or payoff
- ✓ violates any applicable laws or regulations

Gifts to or from an Employee:

Employees may not receive or extend gifts or entertainment that are excessive, repetitive or extravagant, if such gifts or entertainment involve a government official or are due to a third party's business relationship (or prospective business relationship) with the Company. These policies are intended to ensure that gifts and entertainment involving directors, officers, employees and consultants to the Company do not raise questions of propriety regarding the Company's business relationships or prospective business relationships, or the Company's interactions with government officials. For more information on gifts and entertainment relating to government officials, please see the "Anti-Corruption Policy".

Accordingly, for gifts and entertainment involving those private-sector persons who do business with the Company the below rules apply:

- ✓ An employee may not accept gifts from (or give gifts to) the same person or entity worth more than US \$250 in a 12-month calendar year period without supervisor approval.

- ✓ An employee may not accept or extend entertainment valued at over US \$250 unless a business reason exists for such entertainment and the entertainment is pre-approved by the employee's supervisor.



Gifts for Departments:

Items such as food and/or flowers that exceed US \$250 in value may be received by a department (even if the item is delivered to one individual), provided that the gifts are not repetitive or extravagant and the item(s) is (are) shared with the entire department. Please consult your supervisor if you have a question about whether or not a gift is extravagant.

Entertainment

Employees must receive approval from their supervisor before accepting or extending entertainment that is valued at more than US \$250 if such entertainment involves those who conduct, or may conduct, business with the Company. Generally, there must be a business purpose for accepting or extending such entertainment. Entertainment that is unduly repetitive or extravagant should not be accepted or extended regardless of the value.

Entertainment includes events that are attended by the invitee and the party bearing the cost of the event. Some examples of entertainment:

- ✓ Dinners
- ✓ Tickets to plays or movies
- ✓ Sporting/recreational events

- ✓ Golf outings, etc.
- ✓ Weekend excursions

Other Improper Actions

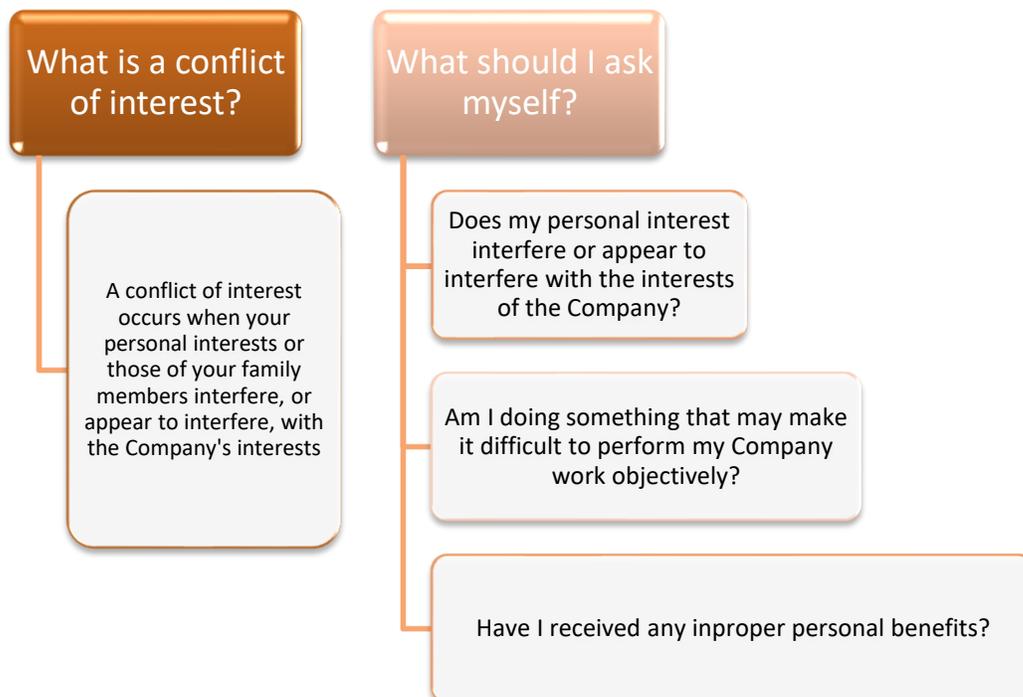
Directors, officers and employees should not be involved in any activity that creates or gives the appearance of a special benefit to outside parties in order to receive special treatment for the Company. The Company employees must refrain from the following actions:

- ✓ Sponsorships and donations such as to the “pet charity” of an outside party in exchange for special considerations or contract discounts
- ✓ Offers of employment or unpaid internships to an outside party for family members in exchange for special considerations or contract discounts

Please see our Anti-Corruption Policy for more information regarding interactions with government officials.

Conflicts of Interest

Directors, officers and employees should not be involved in any activity that creates or gives the appearance of a conflict of interest (i.e., any situation where that individual’s private interest or personal gain interferes or appears to interfere with that person’s performance in the best interests of the Company), except as otherwise permitted under this Code.



Corporate Opportunities and Corporate Resources

We are dedicated to protecting the Company's assets and ensuring their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. We only use The Company's information and assets for legitimate business purposes. You should report any suspected incidents of fraud or theft immediately to your supervisor, the legal department or through our anonymous hotline.

Everyone at The Company has a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. You are prohibited from taking for yourself (or directing to a third party) a business opportunity that is discovered through use of corporate property, information or position unless the Company has already been offered the opportunity and turned it down. If you have questions about an acceptance of an opportunity, ask your supervisor or the legal department.

Disclosure Policy

A director, officer or employee shall provide disclosure to the CEO and the Chair of the Audit Committee if such director, officer or employee is or plans to be engaged during his or her services or employment with the Company, as a consultant to, or a director, officer or employee of, or otherwise operates an outside business that competes with the Company; or supplies products or services to the Company.

Prohibited Activities

Unless specific permission has been provided by the CEO, in the case of an employee, or the Board, in the case of an officer of the Company, no officer or employee shall:

- ✓ be a consultant to, or a director, officer or employee of, or otherwise operate an outside business that competes with the Company; or supplies products or services to the Company;
- ✓ have any financial interest, or have immediate relatives who have any financial interest, including significant share ownership, in any entity with which we do business that might create or give the appearance of a conflict of interest;
- ✓ seek or accept any personal loan or services from any entity with which we do business, except from financial institutions or service providers offering similar loans or services to third parties under similar terms in the ordinary course of their respective businesses;
- ✓ stake mineral claims or acquire mineral properties in his or her own interest or in the interest of any syndicate not owned, controlled or directed by the Company within 15 kilometers of any of the Company's mineral properties;
- ✓ use the Company's property for any activities not associated with the discharge of official duties;
- ✓ be a consultant to, or a director, officer or employee of, or independent contractor of, or otherwise operate an outside business if the demands of the outside business would interfere with the officer's or employee's responsibilities to us;

- ✓ demand, accept or offer to accept from a person or company having dealings with the Company, a commission, reward, advantage or benefit of any kind, directly or indirectly, except for casual benefits such as hospitality or small gift items within normal and reasonable expressions of business courtesy;
- ✓ accept any personal loan or guarantee of obligations from the Company, except to the extent such arrangements are legally permissible and approved in advance by the Chair of the Audit Committee; or
- ✓ in the performance of his or her duties, accord or influence others to accord preferential treatment to immediate family members, which includes spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives, or to organizations in which he or she or his or her family members have any interest.

Unless specific permission has been provided by the Board, no director or consultant shall:

- ✓ stake mineral claims or acquire mineral properties in his or her own interest or in the interest of any syndicate not owned, controlled or directed by the Company within 15 kilometers of any of the Company's mineral properties;
- ✓ use the Company's property for any activities not associated with the discharge of official duties without prior authorization from his or her administrative superior or the Chair of the Audit Committee;
- ✓ demand, accept or offer to accept from a person or company having dealings with the Company, a commission, reward, advantage or benefit of any kind, directly or indirectly, except for casual benefits such as hospitality or small gift items within normal and reasonable expressions of business courtesy;
- ✓ accept any personal loan or guarantee of obligations from the Company, except to the extent such arrangements are legally permissible and approved in advance by the Chair of the Audit Committee; or
- ✓ in the performance of his or her duties, accord or influence others to accord preferential treatment to immediate family members, which includes spouses, children, parents, siblings and persons sharing the same home whether or not legal relatives, or to organizations in which he or she or his or her family members have any interest.

Directors, officers, employees and any consultants engaged on an exclusive basis must notify the Chair of the Audit Committee of the existence of any actual or potential conflict of interest for the purpose of developing a means for the ethical handling of that situation.

FULL, FAIR, ACCURATE, TIMELY AND UNDERSTANDABLE DISCLOSURE

The Company is a Canadian corporation whose shares are traded on the Toronto Stock Exchange. We are committed to providing shareholders and investors with full, fair,

accurate, timely and understandable disclosure in the reports that we file with the Canadian provincial securities regulators and, if applicable, the United States Securities and Exchange Commission. To this end, our directors, officers, employees and consultants shall:

- ✓ not make false or misleading entries in our books and records;
- ✓ not condone any undisclosed or unrecorded bank accounts or assets established for any purpose;
- ✓ comply with generally accepted accounting principles (including, when required, International Financial Reporting Standards) and adhere to both the form and spirit of technical and ethical accounting standards;
- ✓ notify the Chair of the Audit Committee if there is a significant unreported transaction;
- ✓ maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded, and that the potential loss, theft or misuse of Company assets is minimized or prevented;
- ✓ maintain books and records that accurately and fairly reflect our transactions;
- ✓ maintain a system of internal controls that will provide reasonable assurances to our management that material information about the Company is made known to management, particularly during the periods in which our periodic reports are being prepared;
- ✓ present information in a clear and orderly manner;
- ✓ provide full reporting of facts, professional judgments and opinions, whether favorable or unfavorable; and
- ✓ comply with the Company's Disclosure Policy.

Financial Books and Records

Our books, records and financial statements accurately reflect our business and financial results. All financial and other transactions involving or affecting the Company must be properly authorized and approved and fully and accurately recorded in the financial books and records of the Company in accordance with applicable laws and regulations, the controls and procedures of the Company, generally accepted accounting principles (including, when required, International Financial Reporting Standards), and the highest standards of integrity.

Employees responsible for establishing and managing the financial reporting systems of the Company ("Finance Employees") must ensure that:

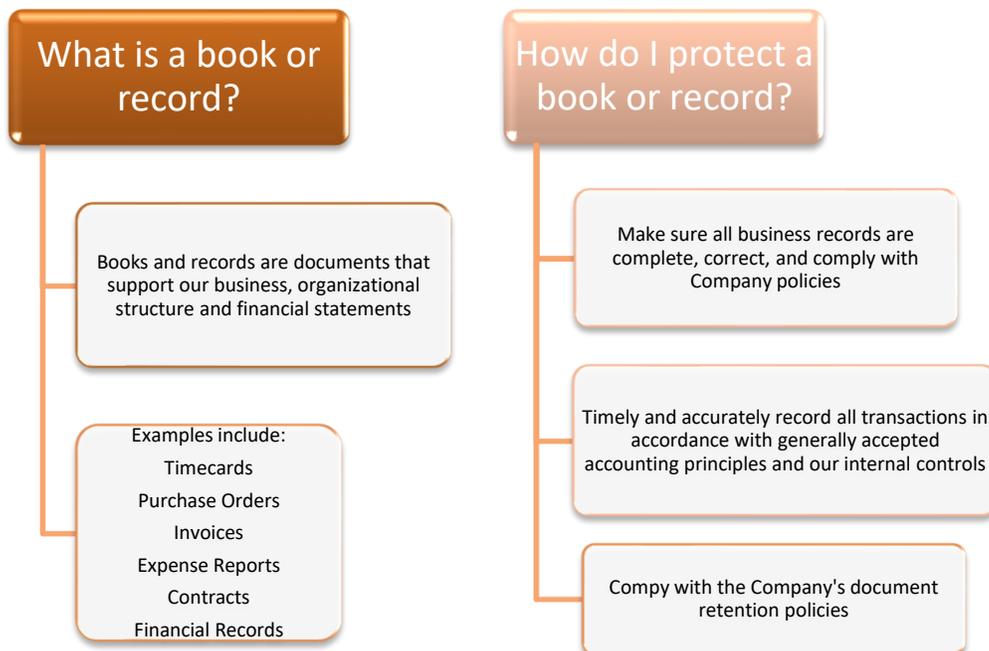
- ✓ all business transactions are properly authorized;
- ✓ all records fairly and accurately reflect the transactions or occurrences to which they relate;
- ✓ all records fairly and accurately reflect in reasonable detail the assets, liabilities, revenues and expenditures of the Company;
- ✓ the accounting records do not contain any false or intentionally misleading entries;
- ✓ no transactions are intentionally misclassified as to accounts, departments or

- ✓ accounting periods; and
- ✓ all transactions are supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

Officers responsible for establishing and managing the financial reporting systems of the Company must establish and maintain procedures to:

- ✓ educate Finance Employees about, and monitor their compliance with, applicable laws and regulations;
- ✓ identify any possible violations of applicable laws and regulations and report them to the Audit Committee;
- ✓ encourage and reward professional integrity;
- ✓ eliminate any pressure to achieve specific financial results by altering records and other entries, misapplying accounting principles, or entering into transactions that are designed to circumvent accounting controls or otherwise disguise the true nature of the transaction; and
- ✓ encourage Finance Employees to report deviations from accounting practices and procedures.

Employees must protect the financial books and records of the Company from destruction or tampering and must not conceal information relating to the Company from management, the auditors or the legal advisors of the Company.



Questions related to the financial books and records of the Company should be referred to the Chief Financial Officer of the Company or the Chair of the Audit Committee.

Please see the Confidentiality and Personal Information Disclosure Policy and the

Disclosure Policy for more information.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The Company will comply with all laws and governmental regulations that are applicable to our activities within the jurisdictions in which we operate, and expect all our directors, officers, employees and consultants to do the same. Please familiarize yourself with the The Company policies, including those found in the Company's Employee Handbook (applicable to US Based Employees) and any other written policies that the Company may distribute from time to time

Health and Safety

Everyone at the Company is responsible for ensuring both our own health and safety and the health and safety of those around us. The Company is committed to an accident and injury free workplace and to the protection of the health and wellbeing of our employees. Consistent implementation of our safety standards, systems and procedures is required at all times. We have a zero tolerance for working while under the influence of drugs or alcohol.



Please see our Health and Safety in the Workplace Policy for more information.

Discrimination and Harassment

We are committed to an environment that is free from discrimination, harassment and bullying. We respect the talents, abilities and experiences of each member of our

diverse workforce.

The Company will not make any hiring, firing, pay, promotion or discipline decisions based on legally protected status.

We will not tolerate sexual advances, inappropriate jokes or inappropriate comments of any kind. Speak up if you or someone else is subject to discrimination, harassment or bullying.



Please see our Discrimination and Harassment Policy for more information.

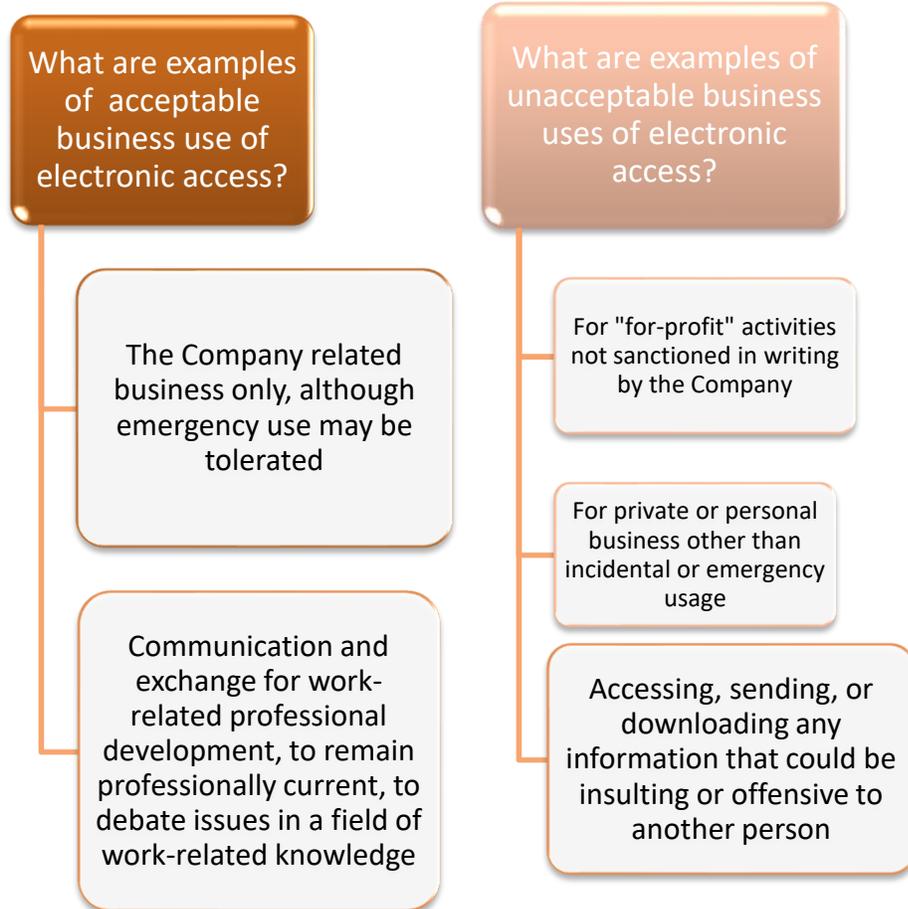
Use of E-Mail and Internet Services

We do not use the Company's information systems (email, voicemail, intranet and internet access systems) for any purpose other than legitimate business activities.

Our electronic mail, voice mail system, internet system, and anything that receives information from the Company property such as a backup electronic storage or other external storage of confidential the Company information are company property and are to be used for company business. Excessive use of the Company's system for the conduct of personal business is prohibited.

The Company reserves the right to access, review, and disclose information obtained through The Company's systems at any time.

Employees are required to notify their supervisor immediately if they become aware of any use of the Company's systems in violation of the policies set forth in the Employee Handbook.



Please see the Electronic Access Policy Section in your Employee Handbook for more detailed information.

Social Media

The same principles and guidelines found throughout the Code apply to employee and volunteer activities online. Use care when participating in social media, as the lines between professional and personal content, and between public and private content, are often blurred. Employees must follow the same behavioral standards online as they would while engaging in other professional interactions.

Political Activities and Contributions

The Company supports political and civic activities in our communities in an appropriate manner and in compliance with all applicable laws.

DO: Participate in political and civic activities of your choosing - but only on your own time and by making personal contributions from your own funds

DON'T: Offer, promise or give anything of value to a government official

DON'T: Pressure other employees to support your political views

DON'T: Represent to others that the Company shares your political views

Please see our Anti-Corruption Policy for more information.

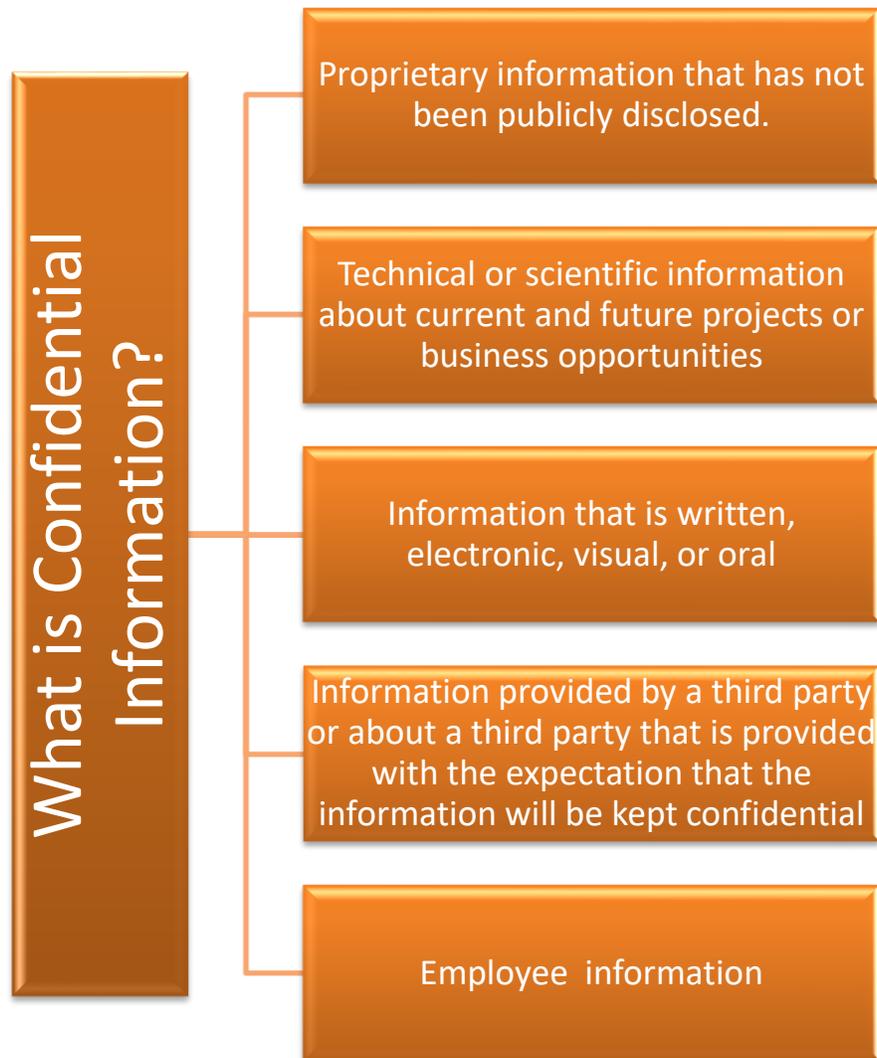
Insider Trading

We are committed to honest behavior in the marketplace. All the Company directors, officers, employees and consultants are prohibited from trading in securities of any company while in possession of material non-public information regarding that company. It is illegal to pass along inside information to any other person who might make an investment decision based on that information or pass the information on further.

Please see our Insider Trading Policy for more information.

Confidentiality

We are dedicated to safeguarding the Company's confidential information. Directors, officers, employees and consultants are entrusted with our confidential information and the confidential information of our suppliers or other business partners. In carrying out company business you must maintain the confidentiality of all information entrusted to you, except when disclosure is authorized or legally mandated.



Waivers

A request for a waiver with respect to a particular provision of the Code must be made to the Chief Financial Officer of the Company at the address set out below, unless it involves a director or officer of the Company. Any waiver of the Code with respect to directors and officers of the Company may only be granted by the Audit Committee (or the Board if the potential conflict involves the Chair of the Audit Committee), and requests for such waivers should be made to the Chair of the Audit Committee at the address set out below.

Chair of the Audit Committee
Cypress Development Corp.
P.O. Box 10427, Vancouver, BC
V7Y 1K4
Mark envelope as Confidential

Chief Financial Officer
Cypress Development Corp.
P.O. Box 10427, Vancouver, BC
V7Y 1K4
Mark envelope as
Confidential

Reporting Violations and Questions

We are committed to conducting our business in a lawful and ethical manner. If you become aware of any situation or action that violates, or even appears to violate, the code or any applicable law or regulation, contact your supervisor, HR, or the legal department (if applicable) as soon as possible. If for any reason you are uncomfortable reporting the matter to your supervisor, human resources or the legal department, or if these are not available within the Company, you can report your concern on a confidential, anonymous basis as follows:

Submit a written report by mail to:

**Chair of the Audit Committee
Cypress Development Corp.
P.O. Box 10427, Vancouver, BC
V7Y 1K4
Mark envelope as Confidential**

We attempt to foster a work environment in which ethical issues and concerns may be raised and discussed with supervisors or with others without the fear of retribution. This reporting policy is intended to encourage and enable employees and others to raise serious concerns within the Company rather than seeking resolution outside the Company.

If you choose to identify yourself when reporting a concern, the confidentiality of your identity will be maintained to the maximum extent possible and consistent with our obligations to investigate and remedy the matter and, if appropriate, to report the matter

to government officials.

The Audit Committee Chair will handle all confidential reports in a timely manner and is responsible for advising other appropriate Board Committee Chairpersons regarding concerns raised pursuant to this Code. We will not allow any retaliation against a director, officer, employee or consultant who acts in good faith in reporting any violation.

If any member of the Board believes or suspects any possible misconduct, violations of this Code, Company Policies, laws or regulations, he or she must promptly report the matter to the Audit Committee Chair or Chairman of the Board. Please see our Whistleblower Policy for additional information.

Consequences of a Violation

Directors, officers, employees and consultants that are determined to have violated any laws, governmental regulations or this Code will face appropriate, case-specific disciplinary action, which may include demotion, re-assignment, suspension with or without pay or immediate termination.

ADMINISTRATION

Our Board and Audit Committee have established the standards of business conduct contained in this Code and oversee compliance with this Code. Additionally, we have designated the Chair of the Audit Committee to ensure adherence to the Code.

The Company will educate new directors, officers, employees and consultants about the matters contemplated by this Code and on an on-going basis, will ensure that all directors, officers, employees and consultants are aware of their obligations to comply with the Code.

This Code reflects our expectations of one another as we work together for the good of The Company and its stakeholders. The Code is the foundation of our internal governance, which consists of the Policies listed below and other supporting documents that can be found on the Company's intranet. Non-employees can find them at [website].

- Health, Safety, Environmental & Community Policy (HSEC)
- Discrimination & Harassment Policy
- Drug & Alcohol-Free Workplace Policy
- Disclosure Policy
- Whistleblower Policy
- Anti-Corruption Policy
- Prohibition of Insider Trading Policy
- Confidentiality Policy
- Information Technology Acceptable Use, Sensitivity & Password Policy

As adopted, amended, and approved by the Board, effective: [insert]