

JDV Capital Corp.

2050-1055 West Georgia Street
Vancouver, BC V6E 3P3

JDV CAPITAL CORP. ANNOUNCES QUALIFYING TRANSACTION

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TSX Venture Exchange
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JDV Capital Corp. (the “**Company**” or “**JDV**”), a capital pool company pursuant to Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”), is pleased to announce the signing of an assignment agreement dated March 14, 2014 (the “**Assignment Agreement**”) with Harsbo Minerals Ltd. (“**Harsbo**”), a private British Columbia company, whereby JDV has been assigned Harsbo’s interest in and to an option agreement dated December 23, 2013 (the “**Option Agreement**”) between Harsbo and Margaret Lake Diamonds Ltd. (“**Margaret Lake Diamonds**” or “**MLD**”). Under the terms of the Option Agreement, Harsbo was granted the sole and exclusive option to acquire up to a seventy percent (70%) undivided interest in nineteen (19) mineral claims located in the Northwest Territories, Canada, known as the Margaret Lake Diamond Property (the “**Property**”), which Property lies contiguous and to the north and west of Kennady Diamonds Inc.’s Kennady North Project. The Assignment Agreement is intended to serve as the Company’s “Qualifying Transaction” under the policies of the Exchange. The Qualifying Transaction is an “Arm’s Length” transaction under Exchange policies.

Margaret Lake Diamond Property

The Property is located 300 kilometers (“km”) east-northeast of Yellowknife, Northwest Territories in the District of MacKenzie. The Property lies just 78 km north of the East Arm of Great Slave Lake and is bounded to the south by both the Kennady Diamonds and De Beers/Mountain Province Diamonds Gahcho Kué joint venture ground packages. The land package comprises nineteen (19) mineral claims totaling 48,720.2 acres or 19,716.37 hectares and extends roughly 20 km in an east-west direction by 9 km in a north-south direction. One small western extension covers an area 13.5 km in a north-south direction and 2.25 km in an east-west direction.

Geology

The Margaret Lake Property covers a portion of the southeastern Slave Geological Province, an Archean terrane ranging in age from 4.03 Ga to 2.55 Ga (Bleeker *et al.*, 1999). The area consists of predominantly granitic to granodioritic intrusions, high-grade gneisses and migmatites, along with primarily sedimentary supracrustal rocks to the east.

The emplacement of kimberlite bodies in the area is believed to have occurred approximately 542 Ma during the Cambrian Period. ⁸⁷Rb-⁸⁷Sr geochronology indicates that the age of the 5034 pipe in the Gahcho Kué cluster is 542.2 ± 2.6 Ma (Heaman *et al.*, 2003). Erosional processes since emplacement have had the significant effect of stripping the kimberlites down to their root zones, preserving only the hypabyssal and diatreme facies.

History

Essentially all of the work in this area has been completed by the Canamera Geological/Mountain Province Diamonds (“**MPV**”) joint venture, then the Monopros/De Beers/MPV joint venture, Gerle Gold (now GGL Resources Corp.) and SouthernEra Diamonds Inc. Exploration activity on the Margaret Lake Property and surrounding area essentially ceased in 2003, when De Beers of the De Beers/MPV Joint Venture decided to focus its efforts on the Gahcho Kué kimberlite cluster.

Exploration work performed on the Margaret Lake Property has been performed by just a couple of operators and primarily conducted under the direction of MPV as the 100% owner. Subsequent to forming the joint venture with De

Beers, all activity has either been undertaken by De Beers Canada Exploration Inc. ("**DCEI**") directly, or by contractors under the supervision of DCEI personnel.

Till sampling has been the largest contributor to historical work in the Property area. It appears the original Dighem EM-Mag airborne survey flown at 250m line spacing are the only available hard copy data. Documentation cannot be found in digital format. One diamond drill hole is believed to have been drilled on the Property, but hard data have not been located.

The historical work on the Property is limited but significant work has been undertaken on ground surrounding the Margaret Lake Property, and this supports the premise that additional work is required to properly assess both the kimberlite and diamond potential of the Property.

Exploration

Neither the Company nor Margaret Lake Diamonds have completed any exploration work on this Property.

Project Development Concept

The focus of the upcoming program on the Margaret Lake Property will be the discovery and delineation of diamond-bearing kimberlite intrusive rocks. Up until exploration activity ceased on the Property, no kimberlites had been discovered but kimberlites commonly occur in clusters, the structural ground preparation underlying the Property is extensive and there appear to be unresolved kimberlite indicator mineral trains.

The proximal location to Gahcho Kué and the recent exploration results from Kennady Diamonds Inc. has encouraged the Company to be aggressive in an exploration program that would allow it to identify potential kimberlite bodies within their project area. Potential economies of scale can be gained with the operators in the close proximity to the Margaret Lake Property.

The proposed program for this year encompasses airborne gravity survey with the Falcon System which incorporates gravity and magnetics. CGG Canada Services Ltd. has been contracted to complete the work in early May. Follow-up bathymetry to complement the airborne gravity under lakes will be undertaken in the summer. Potential drill targets which can be identified from this work will be investigated further with diamond or RC drilling utilizing heli-portable equipment. A land use permit from the Mackenzie Valley Land and Water Board will be required prior to drilling. A budget of C\$1.0 million has been proposed for the Margaret Lake Property for 2014.

Terms of the Option Agreement

Option to acquire 70% interest in Margaret Lake Diamond Property

Under the terms of the Option Agreement between Harsbo and MLD, Harsbo has the option to acquire an undivided 70% interest in the Margaret Lake Property by making cash payments in lieu of filing assessment work (\$102,312.42-completed) and incurring \$1,000,000 in exploration expenditures by October 13, 2014 to earn an undivided 60% interest and an additional \$1,000,000 in exploration expenditures by October 13, 2015 to earn an additional 10% interest for a total 70% undivided interest. There are no option payments, share consideration or royalties payable. The Option Agreement also provides that subject to Harsbo assigning same to a publically listed issuer ("**Pubco**") and the 70% interest being exercised, MLD has the right and option, but not the obligation, to sell its undivided 30% right, title and interest in and to the Property to Pubco in consideration of the issuance of common shares in the capital of Pubco having a value of \$3,000,000 based on the volume weighted trading price of Pubco's shares for the ten trading days immediately preceding the date MLD gives Pubco notice of its intention to so transfer its 30% interest. This vend-in right is open for exercise until March 31, 2016.

Terms of the Assignment Agreement

The Assignment Agreement provides that Harsbo will assign to JDV all of Harsbo's rights and interests under the Option Agreement by issuing Harsbo 6,000,000 post consolidation common shares in the capital of JDV and by assuming Harsbo's obligations under the Option Agreement.

Upon earning either a 60% or 70% interest in the Property, JDV and MLD will enter into a joint venture to further explore and develop the Property.

The Company will be the operator of all exploration programs on the Property following closing.

All information contained in this news release with respect to Harsbo and the Property was supplied by management of Harsbo.

Conditions Precedent to completion of Qualifying Transaction

In addition to the standard conditions precedent for this type of transaction, the completion of the assignment of the Option Agreement from Harsbo to JDV is conditional on the following substantive conditions precedent:

- **Share consolidation and Name Change.** JDV currently has 4,578,017 shares issued and outstanding and 610,000 options exercisable at \$0.10 until July 27, 2016, for total diluted share capital of 5,188,017 shares. JDV has agreed to consolidate its share capital on a 2 old for 1 new basis such that on completion of the consolidation there will be 2,288,009 shares issued and outstanding and 305,000 options exercisable at \$0.20 for a total diluted share capital of 2,594,009 shares. In conjunction with the share consolidation JDV will change its name to Margaret Lake Diamonds Inc. to properly reflect its new corporate direction.
- **Private Placement.** The Company has working capital of approximately \$80,000 and announces that it has arranged a brokered private placement on a post consolidation basis of up to 6,500,000 non flow-through units (the "**NFT Units**") at \$0.10 per NFT Unit to raise up to \$650,000 and 2,500,000 flow-through shares (the "**FT Shares**") to raise up to \$250,000. Each NFT Unit is comprised of one (1) common share and one half (1/2) of a transferable share purchase warrant, each whole warrant (a "**Warrant**") entitling the holder thereof to purchase one (1) additional common share in the Company for a period of two (2) years at an exercise price of \$0.25 per share. The Warrants have an accelerated exercise provision (the "**Acceleration Provision**"), whereby their expiry date will be reduced to 30 days in the event the Company's shares trade at \$0.50 or greater for ten (10) consecutive trading days. The Acceleration Provision will not be effective until the six (6) month anniversary of the issue of the Warrants. Jordan Capital Markets Inc. (the "**Agent**") will act as agent and on closing of the private placement will receive a cash commission of 8% of the gross proceeds raised by the Agent. The Agent will also receive an option entitling it to purchase non flow-through units (the "**Agent's Units**") of the Company equal to 10% of the number of securities sold by the Agent under the private placement exercisable at a price of \$0.10 per Agent's Unit for two years from the closing date. The Agent's Units will have the same terms and conditions as the NFT Units. The Agent has been provided with a Greenshoe Option to increase the private placement offering by 20% should there be significant demand. The private placement will provide the Company with working capital needed for the next eight months following completion of the transaction.
- **Convertible Loan.** Mr. Paul Brockington, a principal of Harsbo has deposited \$204,000 with the airborne gravity survey contractor to secure its services. JDV has agreed to enter into a convertible loan agreement with Mr. Brockington, whereby this advance will be treated as a loan to the Company, payable one (1) year following the closing of the Qualifying Transaction, which loan shall carry interest of 9% per annum and be convertible into securities having the same terms as the NFT Units.
- **Escrow Transfer.** Certain principals of JDV have agreed to transfer 1,200,000 escrow shares (600,000 post consolidation escrow shares) to incoming principals of the resulting issuer.

- **Finder's Fee.** JDV has agreed to pay a finder's fee of 400,000 post consolidation common shares to a finder and 100,000 post-consolidation common shares to the Agent in consideration of their efforts in introducing JDV to Harsbo.
- **Stock Options.** The Company will grant directors, officers and employees incentive stock options in accordance with the Company's stock option plan, to a maximum of 10% of the Company's issued and outstanding shares at the completion of the Qualifying Transaction. The options will be exercisable at a price of \$0.10 per share and have a term of 5 years.

Corporate Changes

Upon closing of the Qualifying Transaction, JDV's Board of Directors and management will be reconstituted as follows:

Board of Directors

Of the Company's existing directors, Peeyush Varshney will continue as director and the remaining directors and officers will resign on closing, to be replaced by Paul Brockington, Buddy Doyle, Mark Thompson, and Darryl Sittler.

Management

Paul Brockington will replace Peeyush Varshney as President and Chief Executive Officer, Debbie Lew will replace Hari Varshney as Chief Financial Officer and Buddy Doyle will act as Vice President Exploration. Thomas Hasek will join as Chief Operating Officer.

Biographies of new Directors and Officers

Paul Brockington, Vancouver, British Columbia - Director, President and Chief Executive Officer

Paul Brockington graduated in Mining Engineering from the Camborne School of Mines in the United Kingdom. His career spans some 50 years in the mineral business. Initial years were as a mining engineer in the underground copper operations on, what is today, the Zambian copperbelt, developing one of the first mechanized mining systems. Subsequently, in Canada, mining experience was in open pit operations covering iron ore, molybdenum and copper. In the 1970's a career move was made into the financial side of the business where he became the mining financial analyst for a major Canadian brokerage firm and gained the Chartered Financial Analyst designation (not currently maintained). In the 1980's he was a consultant to a provincial government in a broad range of business development activities including the immigrant investor program, labour sponsored venture capital program and served as chairman of the provincial crown mining corporation which had interests in operating tantalum, copper and zinc operations. For the last 20 years he has been an independent consultant in the mineral sector. Mr. Brockington is a greater than 10 percent shareholder of Harsbo.

Buddy Doyle, Vancouver, British Columbia - Director, Vice President Exploration

Buddy Doyle is a geologist who has earned the distinction of having seen two substantial projects from discovery through the decision to mine. He brings to the Company a disciplined, scientific approach to mineral exploration honed in over 28 years' experience, 23 of them spent in various positions at Rio Tinto PLC and its subsidiaries (RTZ). His most recent position at RTZ was Exploration Manager/Vice President of Kennecott Canada Exploration Inc., where, leading a staff that numbered up to 100 individuals, he was responsible for diamond exploration in North America from 1992 to 2004. At Kennecott Canada, Mr. Doyle led the team that discovered the Diavik diamond deposits in 1994-1995. Prior to transferring to Kennecott Canada, Mr. Doyle was a key member of the Kennecott Exploration Australia team that discovered the multi-million ounce Minifie gold deposits at Lihir in 1987-1988. Mr. Doyle is recognized by his peers in the exploration industry as an authority on diamond exploration and kimberlite geology. He was awarded the Hugo Dummett diamond award for excellence in Diamond exploration in 2007. He has also authored numerous scientific papers on related topics. Since leaving Rio Tinto Mr. Doyle has remained active in the diamond sector, discovering a new

diamoniferous kimberlite province with the Dharma Kimberlite discovery, Great Bear Lake, NT, Joint Venture partner in the U2 discovery in the James Bay lowlands, Ontario, the La Pointe discovery in Ontario and director of companies involved in the Lihqabong and Lemphane Kimberlites in Lesotho and the Latahoki Kimberlite in Finland. Mr. Doyle is a graduate of the Queensland University of Technology, with a B.Sc. in Applied Geology. He is a member of the Australian Institute of Mining and Metallurgy since 1992, the Society of Economic Geology, the Society of Exploration Geophysicists and the Society of Exploration Geochemists.

Peeyush Varshney, LLB, Vancouver, British Columbia - Director

Peeyush Varshney obtained a Bachelor of Commerce Degree (Finance) in 1989 and a Bachelor of Laws in 1993, both from the University of British Columbia. He has been a member of the Law Society of British Columbia since September 1994. Mr. Varshney has been actively involved in the capital markets since 1996 and is a principal of Varshney Capital Corp., a private merchant banking, public venture capital and corporate advisory firm. He is currently a director or officer of several public companies listed on the TSXV and the Toronto Stock Exchange including Canada Zinc Metals Corp. and Mountain Province Diamonds Inc. He is also a director of The Varshney Family Charitable Foundation and is a past member of the Business Families Center Advisory Board at the Sauder School of Business.

Mark Thompson, London, England - Director

Mark Thompson is the former Chief Investment Officer and co-founder of Galena Asset Management Ltd., the fund management arm of Trafigura Beheer b.v., and partner at Apollo Management. He has extensive experience in natural resource investment, portfolio management and commodity derivatives trading. He is Executive-Chairman of Treliver Minerals Ltd. which is developing Tin and Indium properties in the United Kingdom and Germany. Mark is the President and a director of Margaret Lake Diamonds Ltd. and also holds non-executive directorships of AIM listed African Eagle Resources and North River Resources. Mr. Thompson holds an M.A. from Oxford University having completed his undergraduate degree in Physics.

Darryl Sittler, Toronto, Ontario - Director

Darryl Sittler is a retired professional ice hockey player who played in the National Hockey League from 1970 until 1985 for the Toronto Maple Leafs, Philadelphia Flyers and Detroit Red Wings. He was elected to the Hockey Hall of Fame in 1989. He spends time working with Maple Leaf Sports and Entertainment Inc in areas of Corporate Partners and in community relations. He is an active Member of the Board of Directors of several publicly listed mining companies and is also very supportive of a number of charities.

Thomas Hasek, P.Eng, Vancouver, British Columbia – Chief Operating Officer

Thomas Hasek is a geologist with over 40 years in the mining industry, including directing exploration and development ventures in numerous jurisdictions and environments. He has served as a director and executive of several public companies, and continues his participation as a consultant. Mr. Hasek is a greater than 10 percent shareholder of Harsbo.

Debbie Lew, CPA, CGA, Vancouver, British Columbia - Chief Financial Officer

Debbie Lew, a Certified General Accountant since 2007, received a Financial Management Diploma from the British Columbia Institute of Technology in 1999. Ms. Lew has been with Varshney Capital Corp. for over 13 years starting as an accounting assistant and now the finance and administration manager. Ms. Lew is also an officer of several public companies listed on the TSX Venture Exchange including Canada Zinc Metals Corp.

On the closing of the transaction, the Company will be listed as a “Tier 2” mining issuer on the Exchange. The Company will be actively engaged in the exploration of the Margaret Lake Diamond Property.

The completion of the transaction is subject to the approval of the Exchange.

Sponsorship

Sponsorship of a qualifying transaction of a capital pool company is required by the Exchange unless an exemption from the sponsorship requirement is available. The Company will apply for an exemption from the sponsorship requirement. There is no assurance that the Company would be able to obtain such an exemption.

Trading Halt

In accordance with Exchange policies, JDV's common shares are currently halted from trading. The common shares may remain halted until completion of the Qualifying Transaction.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and shareholder approval to the Assignment Agreement by a special majority of Harsbo's shareholders. Harsbo is convening a shareholder meeting to seek such approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

On behalf of the Board of Directors
JDV CAPITAL CORP.

"Hari Varshney"
Hari Varshney, Director

For further information, please contact Hari Varshney at 604-684-2181.

Qualified Person Statement

Technical information related to the Margaret Lake Diamond Property contained in this news release has been reviewed and approved by Thomas Hasek, P.Eng. a Qualified Person as defined by National Instrument 43-101.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.