BE RESOURCES INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014

(UNAUDITED)

(EXPRESSED IN US DOLLARS UNLESS OTHERWISE NOTED)

Notice To Reader

The accompanying unaudited condensed interim consolidated financial statements of BE Resources Inc. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements have not been reviewed by the Company's auditors.

BE RESOURCES INC.

Condensed Interim Consolidated Statements of Financial Position

Unaudited

(Expressed in US Dollars unless otherwise noted)

		As at September 30, 2014		As at December 31, 2013
ASSETS				
Current assets				
Cash	**$**	**230,893**	$	341,439
Prepaid expenses, deposits and other receivables		**4,127**		17,970
Total assets	**$**	**235,020**	$	359,409
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)				
Current liabilities				
Accounts payable	**$**	**68,468**	$	89,621
Accounts payable - related party (note 7)		**253,866**		83,000
Accrued liabilities		**160,959**		184,483
Total liabilities		**483,293**		357,104
Shareholders' equity (deficiency)		**(248,273)**		2,305
Total liabilities and shareholders' equity (deficiency)	**$**	**235,020**	$	359,409

Going concern (note 2)
Commitments and contingencies (notes 4 and 5)

The notes to the unaudited condensed interim consolidated financial statements are an integral part of these financial statements.

Approved on behalf of the Board of Directors:

/s/ Jon Pereira

Jon Pereira
Director

/s/ Edward Godin

Edward Godin
Director

BE RESOURCES INC.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
Unaudited
(Expressed in US Dollars unless otherwise noted)

	Three months ended September 30, 2014	Three months ended September 30, 2013	Nine months ended September 30, 2014	Nine months ended September 30, 2013
Operating expenses				
Management and consulting fees (note 7)	**$ 27,537**	$ 29,178	**$ 82,233**	$ 85,808
Geological consulting fees (note 7)	**13,775**	17,008	**43,858**	46,534
Office and general	**1,772**	3,108	**335**	10,974
Professional fees	**2,471**	(646)	**22,713**	20,828
Professional fees - related party (note 7)	**22,626**	29,540	**78,784**	97,421
Foreign exchange loss (gain)	**1,011**	(497)	**3,795**	(3,210)
Share-based compensation (note 6(c))	**-**	103,377	**-**	103,377
Transfer agent and filing fees	**2,920**	4,061	**18,328**	31,468
Net loss for the period	**$ (72,112)**	$ (185,129)	**$ (250,046)**	$ (393,200)
Other comprehensive loss				
Items that will not be reclassified subsequently to income				
Foreign currency translation	**2,969**	(1,246)	**(532)**	(1,246)
Comprehensive loss for the period	**$ (69,143)**	$ (186,375)	**$ (250,578)**	$ (394,446)
Basic and diluted loss per share	**$ (0.00)**	$ (0.01)	**$ (0.01)**	$ (0.03)
Basic and diluted weighted average number of common shares	**19,357,625**	16,105,451	**19,357,625**	12,062,570

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BE RESOURCES INC.
Condensed Interim Consolidated Statements of Cash Flows
Unaudited
(Expressed in US Dollars unless otherwise noted)

	Nine months ended September 30, 2014	Nine months ended September 30, 2013
Cash provided by (used in)		
OPERATING ACTIVITIES		
Net loss for the period	**$ (250,046)**	$ (393,200)
Items not involving cash:		
Share-based compensation	**-**	103,377
Foreign exchange	**(532)**	(1,246)
	(250,578)	(291,069)
Changes in non-cash working capital items:		
Prepaid expenses, deposits and other receivables	**13,843**	(18,210)
Reclamation bonds	**-**	91,967
Accounts payable and accrued liabilities	**126,189**	(81,218)
Net cash used in operating activities	**(110,546)**	(298,530)
FINANCING ACTIVITIES		
Issuance of units	**-**	452,213
Cost of issue	**-**	(3,470)
Net cash provided by financing activities	**-**	448,743
Change in cash	**(110,546)**	150,213
Cash, beginning of period	**341,439**	287,145
Cash, end of period	**$ 230,893**	$ 437,358

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BE RESOURCES INC.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity (Deficiency)
Unaudited
(Expressed in US Dollars unless otherwise noted)

	Common shares		Reserves				
			Warrants	Share-based payments	Accumulated other comprehensive loss	Deficit	Shareholders' equity (deficiency)
	(#)	($)	($)	($)	($)	($)	($)
Balance at December 31, 2012	**10,007,625**	**13,897,649**	**218,095**	**621,262**	**-**	**(14,772,735)**	**(35,729)**
Units issued	9,350,000	244,195	208,018	-	-	-	452,213
Issue costs	-	(3,470)	-	-	-	-	(3,470)
Warrants reclassified as liability on change in functional currency	-	-	(218,095)	-	-	218,095	-
Modification of warrants	-	-	118,065	-	-	(118,065)	-
Option expiry	-	-	-	(122,100)	-	122,100	-
Share-based compensation	-	-	-	103,377	-	-	103,377
Foreign currency translation	-	-	-	-	(1,246)	-	(1,246)
Net loss for the period	-	-	-	-	-	(393,200)	(393,200)
Balance at September 30, 2013	**19,357,625**	**14,138,374**	**326,083**	**602,539**	**(1,246)**	**(14,943,805)**	**121,945**
Balance at December 31, 2013	**19,357,625**	**14,138,374**	**326,083**	**618,689**	**(10,657)**	**(15,070,184)**	**2,305**
Warrant expiry	-	-	(118,065)	-	-	118,065	-
Foreign currency translation	-	-	-	-	(532)	-	(532)
Net loss for the period	-	-	-	-	-	(250,046)	(250,046)
Balance at September 30, 2014	**19,357,625**	**14,138,374**	**208,018**	**618,689**	**(11,189)**	**(15,202,165)**	**(248,273)**

The notes to the unaudited condensed interim consolidated financial statements are an integral part of these financial statements.

1. NATURE OF OPERATIONS

BE Resources Inc. (the "Company") was incorporated on August 8, 2007 under the laws of the State of Colorado, United States for the purpose of acquiring certain mineral interests and further exploring and if warranted, developing those interests. The primary office of the Company is located at 36 Toronto Street, Suite 1000, Toronto, Ontario, M5C 2C5.

On July 26, 2012, the Company announced that it voluntarily deregistered its common stock in the United States in order to conserve cash as it searches for suitable assets or businesses to acquire or merge with. The Company’s common stock will continue to be eligible for public trading on the TSX Venture Exchange ("TSXV") and in the United States through the Financial Industry Regulatory Authority’s Over-the-Counter Bulletin Board.

The Company's focus is on the exploration of its LaFlamme property as well as on acquiring additional interests in mineral resource exploration and development properties.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, unregistered claims, aboriginal claims and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, and political uncertainty.

2. GOING CONCERN

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has an accumulated deficit of $15,202,165 as at September 30, 2014 and a net loss of $250,046 and negative net cash flows from operating activities of $110,546 for the nine months ended September 30, 2014. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations and the attainment of profitable operations. These factors raise significant doubt regarding the Company's ability to continue as a going concern. These unaudited condensed interim consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board (“IASB”). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of November 21, 2014, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2013, except as noted below. Any subsequent changes to IFRS that are given effect in the Company’s annual financial statements for the year ending December 31, 2014 could result in restatement of these unaudited condensed interim consolidated financial statements.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Change in accounting policies

IAS 32 – Financial Instruments: Presentation ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. At January 1, 2014 the Company adopted this standard and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

Recent accounting pronouncements

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

4. COMMITMENTS AND CONTINGENCIES

Environmental Consideration

The exploration for and development of resource properties involves the extraction, production and transportation of materials, which under certain conditions, can be hazardous or cause environmental pollution problems. The Company is taking action it believes appropriate to satisfy applicable federal, state, provincial and local environmental regulations and does not currently anticipate that compliance with federal, state, provincial and local environmental regulations will have a material adverse effect upon capital expenditures, results of operations or financial condition. However, due to the significant public and governmental interest in environmental matters related to those activities, the Company cannot predict the effects of possible future legislation, rule changes, or governmental or private claims.

5. MINERAL EXPLORATION PROPERTIES

LaFlamme Property

The Company, through its 100% owned Canadian Subsidiary, 8716650 Canada Limited, closed the acquisition of an option (the "Option") from Gary Reid (the "Optionor") of a 100% interest in the LaFlamme Graphite Property located in Bernetz Township in the Abitibi area of Quebec.

The consideration for the Option is Cdn$20,000 ($9,708 paid) and 200,000 common shares of the Company, of which Cdn$10,000 and the 200,000 common shares payable to the Optionor being conditional upon: (1) the Company closing a flow-through financing, introduced to the Company by the Optionor, of between Cdn$500,000 to Cdn$1,000,000 at a subscription price of not less than Cdn$0.35 per flow-through share, and (2) the Company closing a hard dollar, non-flow-through, financing of not less than Cdn$300,000.

6. SHARE CAPITAL

On March 21, 2013, the Company completed the share consolidation of its issued and outstanding common shares on the basis of one post-consolidation common share for every six pre-consolidation common shares. As part of the share consolidation, the stock options and warrants were also consolidated and the exercise price adjusted to reflect the consolidation. The share consolidation has been reflected in these unaudited condensed interim consolidated financial statements and all applicable references to the number of shares, warrants and stock options and their strike price and per share information have been restated.

(Expressed in US Dollars unless otherwise noted)

6. SHARE CAPITAL (Continued)

(a) Authorized

41,666,667 shares of voting common stock, with no par value
1,666,667 shares of preferred stock, with no par value

(b) Issued capital stock

There were no changes in capital stock during the nine months ended September 30, 2014.

A summary of changes in capital stock is as follows:

(i) On August 1, 2013, the Company closed a non-brokered private placement for gross proceeds of Cdn$467,500 ($452,213). The placement consisted of 9,350,000 units at a price of Cdn$0.05 per unit. Each unit consisted of one common share and one common share purchase warrant, with each warrant exercisable into one additional common share at Cdn$0.10 for a period of 5 years from the date of issue. Related issue costs in cash totaled $3,470. See note 7(e).

The grant date fair value of the 9,350,000 warrants was estimated using the Black-Scholes option pricing model to be $208,018. The assumptions used were: expected dividend yield of 0%; expected volatility of 154% (which is based on historical volatility of the Company's share price); risk free interest rate of 1.80%; and expected life of 5 years.

(c) Stock options

The Company’s stock option plan (the “Plan”) was amended in December 2013 from a 10% rolling stock option plan to a fixed number option plan. The Plan now allows the Company to provide for the grant of incentive and non-qualified stock options for up to 3,800,000 common shares to employees, consultants, officers and directors of the Company.

A summary of changes in stock options are as follows:

	Number of Stock Options	Weighted Average Exercise Price
Balance, December 31, 2012	425,000	$ 1.56
Granted (i)	1,150,000	0.09
Expired	(83,333)	1.67
Balance, September 30, 2013	1,491,667	$ 0.15
Balance, December 31, 2013 and September 30, 2014	1,491,667	$ 0.15

(i) On August 7, 2013, 1,150,000 incentive stock options were granted to directors, officers and consultants of the Company pursuant to its incentive stock option plan. The options vested immediately and are exercisable until August 7, 2018 at a price of Cdn$0.10. The fair value of the stock options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 154% (which is based on historical volatility of the Company's share price); risk free interest rate of 1.76%; expected forfeiture rate of nil; and an expected life of 5 years. As a result, the grant date fair value of the stock options was calculated to be $103,377.

(Expressed in US Dollars unless otherwise noted)

6. SHARE CAPITAL (Continued)

(c) Stock options (Continued)

As at September 30, 2014, the following stock options were outstanding:

Date of Grant	Options Granted	Options Exercisable	Exercise Price	Expiration Date
November 12, 2009	66,667	66,667	CDN$0.37	November 12, 2014
June 7, 2010	8,333	8,333	CDN$0.37	June 7, 2015
September 9, 2011	266,667	266,667	CDN$0.37	September 9, 2016
August 7, 2013	1,150,000	1,150,000	CDN$0.10	August 7, 2018
	1,491,667	1,491,667		

As at September 30, 2014, the weighted average exercise price of the outstanding options is Cdn$0.16. As at September 30, 2014, the weighted average remaining contractual life of outstanding options is 3.33 years.

(d) Warrants

A summary of changes in warrants and compensation warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2012	941,333	$ 1.14
Issued	9,350,000	0.10
Expired	(108,000)	0.66
Balance, September 30, 2013	10,183,333	$ 0.14
Balance, December 31, 2013	10,183,333	$ 0.14
Expired	(833,333)	0.54
Balance, September 30, 2014	9,350,000	$ 0.09

As at September 30, 2014, the following warrants were outstanding:

Expiration Date	Number of Warrants	Exercise Price	Grant Date Fair Value, Net of Issue Costs
August 1, 2018	9,350,000	CDN$0.10	208,018

7. RELATED PARTY TRANSACTIONS

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The below noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

(Expressed in US Dollars unless otherwise noted)

7. RELATED PARTY TRANSACTIONS (Continued)

(a) During the three and nine months ended September 30, 2014, the Company incurred fees for accounting services rendered of $2,648 and $13,682, respectively (three and nine months ended September 30, 2013 - $5,473 and $18,838, respectively) charged by a corporation controlled by an officer of the Company and consulting fees of $2,767 and $13,706, respectively (three and nine months ended September 30, 2013 - $5,778 and $17,588, respectively) charged by this officer. These amounts are included in professional fees in the unaudited condensed interim consolidated statement of loss and comprehensive loss. During the three and nine months ended September 30, 2014, the Company incurred fees for corporate secretarial services rendered of $3,442 and $10,279, respectively (three and nine months ended September 30, 2013 - $3,881 and $12,140, respectively) charged by a corporation of which an officer of the Company is also an officer and shareholder. Included in accounts payable as at September 30, 2014 is $5,368 (December 31, 2013 - $8,081) owing to this corporation and $2,787 (December 31, 2013 - $1,771) owing to a corporation of which this individual is also an officer and shareholder. These amounts are unsecured, non-interest bearing with no fixed terms of repayment.

(b) Starting February 23, 2012, the Company paid or accrued a monthly consulting fee of CDN$10,000 to an officer and director of the Company. During the three and nine months ended September 30, 2014, consulting fees of $27,537 and $82,233, respectively (three and nine months ended September 30, 2013 - $29,169 and $87,108, respectively) are included in management and consulting fees in the unaudited condensed interim consolidated statement of loss and comprehensive loss. Included in accounts payable as at September 30, 2014 is $149,829 (December 31, 2013 - $73,148) owing to the same officer and director of the Company. This amount is unsecured, non-interest bearing with no fixed terms of repayment.

(c) During the three and nine months ended September 30, 2014, the Company incurred fees for geological consulting services rendered of $13,769 and $41,117, respectively (three and nine months ended September 30, 2013 - $17,008 and $46,534, respectively) charged by a corporation controlled by a former director. These amounts are included in geological consulting fees in the unaudited condensed interim consolidated statement of loss and comprehensive loss. Included in accounts payable as at September 30, 2014 is $45,404 (December 31, 2013 - $nil) owing to this corporation.

(d) During the three and nine months ended September 30, 2014, the Company incurred fees for legal services rendered of $13,769 and $41,117, respectively (three and nine months ended September 30, 2013 - $14,408 and $48,855, respectively) charged by a corporation controlled by a director of the Company. These amounts are included in professional fees in the unaudited condensed interim consolidated statement of loss and comprehensive loss. Included in accounts payable as at September 30, 2014 is $50,478 (December 31, 2013 - $10,843) owing to this corporation.

(e) Certain officers and directors, either directly or through a company they control, purchased units in the August 1, 2013 private placement (see note 6(b)(i)):

(i) 2380775 Ontario Limited, a corporation controlled by an officer and director of the Company, purchased 2,000,000 units.
(ii) C. Marrelli Services Limited, a corporation controlled by an officer of the Company, purchased 200,000 units.
(iii) Mani Verma, a director of the Company, purchased 500,000 units.
(iv) Ed Godin, a director of the Company, purchased 100,000 units.
(v) GMS Law Professional Corporation, a corporation controlled by a director of the Company, purchased 1,000,000 units.

To the knowledge of the directors and senior officers of the Company as at September 30, 2014, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than as set out below:

	Number of common shares	Percentage of outstanding common shares
2380775 Ontario Limited	2,000,000	10 %

As of September 30, 2014, directors and officers of the Company with control of less than 10% of the common shares of the Company collectively controlled 2,009,904 common shares of the Company or approximately 10% of the total common shares outstanding. None of the Company's major shareholders have different voting rights than other holders of the Company's common shares.

(Expressed in US Dollars unless otherwise noted)

7. RELATED PARTY TRANSACTIONS (Continued)

Remuneration of Directors and key management personnel, other than consulting fees described above, of the Company was as follows:

	Three months ended September 30, 2014	Three months ended September 30, 2013	Nine months ended September 30, 2014	Nine months ended September 30, 2013
Share-based compensation	$ -	$ 85,651	$ -	$ 85,651

8. SEGMENTED INFORMATION

The Company has one operating segment, which is the exploration and development of exploration properties in Canada.

9. PROPOSED TRANSACTION

On July 31, 2014, the Company announced it has entered into a Letter of Intent ("LOI") with Cunningham Energy, LLC ("Cunningham"), of Charleston, West Virginia to acquire approximately 425 acres of oil leases in the Stringtown, Rock Creek, and Green Creek oil fields (collectively known as the "Oil Leases") within the Smithfield District in West Virginia, and not less than approximately 400 additional acres to be agreed upon, contiguous to the Oil Leases. The Company will further have the first right of refusal to acquire additional oil leases to be agreed, being a minimum of 1,000 acres in area and allowing for a potential of up to an additional 15 horizontal oil wells.

The Company will acquire a 73% net revenue interest in the Oil Leases, Cunningham, an experienced independent producer of oil and gas based in Charleston, West Virginia will be the project operator with a 14.5% net revenue interest, with land owners retaining the remaining 12.5% net revenue interest.

The Company will begin the development program with an initial 3 well horizontal drilling pad. In consideration for the majority 73% net revenue interest in the Oil Field leases, the Company has agreed to pay the first $6.5 million of drilling and development costs of the first three wells, with Cunningham funding any and all further such costs for the first three horizontal wells. Additional sets of three wells each, if their development is agreed on by the Company and Cunningham, will be funded under the same conditions.

As consideration, the Company will issue a total of 3.5 million common shares, to be held in escrow and released to Cunningham as follows: a) 500,000 upon execution of a definitive development agreement and operating agreement; b) 1,000,000 upon completion of the initial 3 wells; c) 500,000 upon a minimum of 350 bpd output (60 consecutive day average daily output measured from the date of initial production ("Average Output")); d) 500,000 upon a minimum of 550 bpd Average Output; e) 500,000 upon a minimum of 750 bpd Average Output; f) 500,000 upon a minimum of 1,000 bpd Average Output.

The LOI is conditional on: the Company and Cunningham board of director approval; regulatory approval; due diligence by the Company; the Company closing a financing of not less than $6.5 million; and finalizing a definitive development agreement. The Company and Cunningham are currently in on-going discussions to develop the definitive development agreement.