

BE RESOURCES INC.
36 Toronto Street, Suite 1000
Toronto, Ontario, M5C 2C5

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
December 30, 2014**

The annual meeting of the shareholders of BE Resources Inc. (the "Company") will be held at 36 Toronto Street, Suite 1000, Toronto, Ontario M5C 2C5 on December 30, 2014 at 9:00 a.m. Eastern Time. The meeting will be held for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended December 31, 2013, together with the report of the auditor thereon;
2. To elect four (4) directors of the Company to serve until the next annual meeting of shareholders and until their successors are elected and qualified;
3. To ratify the appointment of McGovern, Hurley Cunningham LLP as Company's auditors for the year ending December 31, 2014;
4. To approve a new incentive stock option plan for the Company; and,
5. To transact such other business as may properly come before the meeting.

The Board of Directors has fixed the close of business on November 26, 2014 as the record date for the determination of the holders of the Company's common stock entitled to notice of, and to vote at, the meeting. Accordingly, only shareholders of record on the books of the Company at the close of business on that date will be entitled to notice of and to vote at the meeting and any adjournment or postponement thereof.

All shareholders are invited to attend the meeting in person. **TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING, YOU ARE URGED TO SIGN, DATE AND PROMPTLY RETURN THE ENCLOSED POSTAGE-PAID PROXY CARD OR OTHERWISE RETURN YOUR PROXY IN A MANNER DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT.** Any shareholder attending the meeting may revoke his proxy and vote in person, even if that shareholder has returned a proxy (provided that, if the shareholder holds shares through a bank, broker or other holder of record and wishes to vote in person, the shareholder must bring proof of the shareholder's authority to vote the shares).

A proxy statement explaining the matters to be acted upon at the annual meeting follows. Please read it carefully.

By Order of the Board of Directors

December 2, 2014

/s/Jon Pereira

President and Chief Executive Officer

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE SHAREHOLDER MEETING TO BE HELD ON December 30, 2014:**

The Company's proxy statement for the 2014 Annual Meeting and the Company's annual report for the fiscal year ended December 31, 2013 are available on the Internet at www.sedar.com