

EXCELLON

EXCELLON RESOURCES INC.

20 Victoria Street, Suite 900, Toronto, Ontario Canada M5C 2N8

Notice of Annual and Special Meeting of Shareholders & Management Information Circular

May 10, 2018

4:00 p.m. (EDT)

The Albany Club – Presidents' Room
91 King Street East, 3rd Floor
Toronto, Ontario - M5C 1G3

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EXCELLON RESOURCES INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of shareholders of Excellon Resources Inc. (“**Excellon**” or the “**Corporation**”) will be held at The Albany Club, Presidents’ Room, located at 91 King Street East, 3rd Floor, Toronto, Ontario on Thursday, the 10th day of May, 2018 at the hour of 4:00 p.m. (Toronto time), for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the year ended December 31, 2017 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors thereon;
2. to elect directors;
3. to re-appoint PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration;
4. To consider and, if thought appropriate, pass an ordinary resolution to adopt a new fixed Incentive Stock Option Plan of the Corporation and to ratify certain previously granted options under the new fixed Incentive Stock Option Plan;
5. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Accompanying this notice is the Circular, a form of proxy and a request form to receive annual and interim financial statements and management discussion and analysis. The accompanying Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Shareholders are entitled to vote at the Meeting either in person or by proxy in accordance with the procedures described in the Circular accompanying this Notice. Those who are unable to attend the meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular accompanying this Notice.

DATED at Toronto, Ontario, this 26th day of March, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “André Y. Fortier”

André Y. Fortier
Chairman

EXCELLON RESOURCES INC.

MANAGEMENT INFORMATION CIRCULAR

(Containing information as at March 26, 2018 unless indicated otherwise)

SOLICITATION OF PROXIES

This Management Information Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of Excellon Resources Inc. (“**Excellon**” or the “**Corporation**”) for use at the Annual and Special Meeting of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of the Corporation and any adjournment thereof to be held at 4:00 p.m. (Toronto time) on Thursday, May 10, 2018 (the “**Meeting**”) at the place and for the purposes set forth in the accompanying notice of Meeting. The enclosed proxy is being solicited by the management of the Corporation. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally, by facsimile or by telephone by the regular employees of the Corporation at nominal cost. All costs of solicitation by management will be borne by the Corporation. The Corporation may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from Shareholders.

The contents and the sending of this Circular have been approved by the directors of the Corporation. **All dollar amounts referenced are expressed in Canadian dollars.** All references to the Corporation shall include its subsidiaries as the context may require.

NOTICE AND ACCESS

The Corporation has elected to use the notice-and-access process (“**Notice-and-Access**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of this Circular and other meeting materials to registered Shareholders of the Corporation and Non-Registered Holders (as defined herein).

Notice-and-Access allows issuers to post electronic versions of meeting materials, including circulars, annual financial statements and management discussion and analysis, online, via SEDAR and one other website, rather than mailing paper copies of such meeting materials to Shareholders. The Corporation anticipates that utilizing the Notice-and-Access process will substantially reduce both postage and printing costs.

The Corporation has posted the Circular and the Corporation’s audited financial statements for the year ended December 31, 2017 and the Corporation’s management discussion and analysis for the year ended December 31, 2017, on <http://www.excellonresources.com/investors/agm/> and on the Corporation’s SEDAR profile at www.sedar.com.

Although the Circular and related materials (collectively, the “**Meeting Materials**”) will be posted electronically online, as noted above, the registered Shareholders and Non-Registered Holders (subject to the provisions set out below under the heading “Voting by Beneficial Holders of Common Shares of the Corporation”) will receive a “notice package” (the “**Notice-and-Access Notification**”), by prepaid mail, which includes the information prescribed by NI 54-101, and a proxy form or voting instruction form from their respective intermediaries. Shareholders should follow the instructions for completion and delivery contained in the proxy or voting instruction form. Shareholders are reminded to review the Circular before voting.

Management of the Corporation does not intend to pay for intermediaries to forward the Notice-and-Access Notification to OBOs (as defined herein) under NI 54-101, and therefore an OBO will not receive the Notice-and-Access Notification unless the OBO’s intermediary assumes the cost of delivery.

Shareholders will not receive a paper copy of the Meeting Materials unless they request paper copies from the

Corporation. Requests for paper copies of the Meeting Materials must be received at least five (5) business days in advance of the proxy deposit date and time, being 4:00 p.m. on May 8, 2018 and the Corporation will mail the requested materials within three (3) business days of the request. Shareholders with questions about Notice-and-Access may contact the Corporation toll free at 1-844-396-7770.

APPOINTMENT OF PROXYHOLDER

The individuals named as proxyholders in the accompanying form of proxy are directors and/or officers of the Corporation. **A REGISTERED SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND SIGNING AND DATING THE PROXY, OR BY COMPLETING ANOTHER FORM OF PROXY.** A proxy will not be valid unless the completed form of proxy is received by TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 not less than forty eight (48) hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or, with respect to any matters to be dealt with at any adjournment of the Meeting, before the time of the re-commencement of the adjourned Meeting. Proxies delivered after such time(s) will not be accepted.

REVOCAION OF PROXIES

A Shareholder who has given a proxy may revoke it prior to its use by an instrument in writing executed by the Shareholder or by his attorney duly authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of such corporation, and delivered to the registered office of the Corporation, at 20 Victoria Street, Suite 900, Toronto, Ontario, Canada, M5C 2N8 (Attention: Chief Financial Officer) at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, preceding any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof, or in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF PROXIES

The Common Shares represented by a properly executed proxy in favour of persons designated as proxyholders in the enclosed form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be called for; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specifications made on such proxy.

SUCH SHARES WILL BE VOTED **IN FAVOUR** OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED, OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED, AS DIRECTED BY THE SHAREHOLDER.

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxyholder thereunder to vote with respect to amendments or variations of matters identified in the notice of Meeting, and with respect to any other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated by management as proxyholders in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Circular, the management of the Corporation knows of no such amendment, variation or other matter that may be presented to the Meeting.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or proxyholders duly appointed by registered Shareholders are permitted to vote at the Meeting. Most Shareholders of the Corporation are “non-registered” shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in their own name (referred to herein as “Beneficial Shareholders”) should note that only registered Shareholders are entitled to vote at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in such Shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depositary Services Inc., which company acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common Shares for the brokers’ clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation to the registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate the responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge well in advance of the Meeting) in order to have the Common Shares voted.**

The Notice-and-Access Notification is being sent to both registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own (“**Objecting Beneficial Owners**”, or “**OBO’s**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**”, or “**NOBO’s**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBO’s from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

The Corporation’s OBO’s can expect to be contacted by Broadridge or their broker or their broker’s agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of their broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the proxy or voting instruction card provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

All references to Shareholders in this Circular and the accompanying form of proxy and notice of Meeting are to registered Shareholders unless specifically stated otherwise.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Circular, no person who has been a director or executive officer of the Corporation at any time since January 1, 2017, being the beginning of the Corporation's last completed financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has or has had any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of Common Shares without par value. As at March 26, 2018, the Corporation had 94,980,810 issued and outstanding Common Shares. Only Shareholders of record at the close of business (Toronto time) on March 23, 2018 (the "Record Date") who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their Common Shares voted at the Meeting. The list of Shareholders entitled to vote at the Meeting is available for inspection during normal business hours at the offices of the TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario and will be available at the Meeting.

Other than as set out below, to the knowledge of the directors and executive officers of the Corporation, there are no persons or companies who beneficially own, or exercise control or direction over, directly or indirectly, Common Shares carrying more than ten percent (10%) of the voting rights attached to all outstanding Common Shares:

Name and Municipality of Residence	Number of Common Shares	Percentage of Common Shares
Eric Sprott Toronto	16,937,382	17.83 %

* As stated on SEDI as of March 25, 2018.

PARTICULARS OF MATTERS TO BE ACTED UPON

GENERAL

Unless otherwise directed, it is the intention of management's proxyholders to vote proxies in favour of the resolutions set forth herein. **To pass, all ordinary resolutions require approval by a simple majority of the votes cast at the Meeting by Shareholders.**

1. RECEIPT OF FINANCIAL STATEMENTS AND AUDITORS REPORT

The consolidated financial statements of the Corporation for the financial year ended December 31, 2017 and the accompanying auditors' report thereon will be presented to the Shareholders at the Meeting. A copy of the consolidated financial statements has been mailed to each Shareholder who so requested as of the Record Date and it is also available at www.sedar.com or on the Corporation's website at www.excellonresources.com.

2. ELECTION OF DIRECTORS

There are eight (8) directors to be elected at the Meeting. The term of office of each of the present directors expires immediately prior to the election of directors at the Meeting. **The persons named below will be presented for election at the Meeting as management's nominees and management proxyholders will vote FOR the election of these nominees, unless otherwise instructed on the proxy form.** Management does not contemplate that any of these nominees will be unable to serve as a director and all proposed directors have confirmed their willingness to continue to serve as directors. Each director elected will hold office until the next annual general meeting of the

Corporation or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Corporation or the provisions of the *Business Corporations Act* (Ontario) (“OBCA”).

The following table and notes thereto sets out information as at March 26, 2018 on each person proposed to be nominated by management for election as a director.

Andre Y. Fortier	Background				
	Corporate Director. Former SVP of Noranda, CEO of Kerr Addison Mines and Campbell Resources. Former Chairman of Conseil de Patronat du Québec.				
	Residency: Montreal, Quebec, Canada	Board and Committee Meeting Attendance		Other Public Company Directorships	
		Board (Chair)	7/7	100%	N/A
		Audit	2/3	67%	
	Director since: March 16, 2005	Corp. Responsibility & Technical	4/5	80%	
		Special Opportunities	4/4	100%	
		Securities Held			
	Chair of the Board since: June 13, 2015	Common Shares			254,683
		DSUs			493,128
Warrants				12,138	
Independent	Option Based Awards				
	Number of Securities underlying unexercised options	Exercise Price	Expiration Date	Value of unexercised in-the- money Options	
	50,000	\$1.14	Dec 11, 2018	\$76,500	
	50,000	\$0.57	Apr 6, 2020		
	25,000	\$1.75	Mar 24, 2022		
	25,000	\$1.62	Mar 26, 2023		
	2017 AGM Voting Results		Total Compensation in 2017⁽¹⁾		
	Votes in favour: 99%		\$209,294		

Alan R. McFarland	Background				
	Businessman; Managing Member of McFarland Dewey & Co. since 1989. Former director of Placer Dome Inc. and Masonite International Inc. Founding Director of the World Resources Institute.				
	Residency: New York, U.S.A	Board and Committee Meeting Attendance		Other Public Company Directorships	
		Board	6/7	85%	N/A
		Audit	4/5	80%	
	Director since: November 23, 2006	Compensation	2/2	100%	
		Securities Held			
		Common Shares			247,704
	Independent	DSUs			400,603
		Warrants			30,345
Option Based Awards					
Number of Securities underlying unexercised options	Exercise Price	Expiration Date	Value of unexercised in-the- money Options		
50,000	\$1.14	Dec 11, 2018	\$76,500		
50,000	\$0.57	Apr 6, 2020			
50,000	\$1.62	Mar 26, 2023			
2017 AGM Voting Results		Total Compensation in 2017⁽¹⁾			
Votes in favour: 99%		\$58,475			

Oliver Fernández M.	Background				
	Businessman; Founder and President of Grupo Empresarial Maestro, S.A. de C.V. (Credito Maestro). Former General Manager of Grupo IBADESA, Vice President of Camil Group and Founder and President of FERDAM.				
	Residency: Mexico City, Mexico	Board and Committee Meeting Attendance		Other Public Company Directorships	
		Board	1/7	14%	N/A
	Director since: October 25, 2012	Securities Held			
		Common Shares			23,000
		DSUs			327,493
	Independent	Option Based Awards			
		Number of Securities underlying unexercised options	Exercise Price	Expiration Date	Value of unexercised in-the-money Options
		50,000	\$1.14	Dec 11, 2018	\$76,500
50,000		\$0.57	Apr 6, 2020		
25,000		\$1.75	Mar 24, 2022		
25,000	\$1.62	Mar 26, 2023			
2017 AGM Voting Results			Total Compensation in 2017⁽¹⁾		
Votes in favour: 96%			\$167,538		

Daniella Dimitrov	Background				
	Partner, Sprott Capital Partners, a division of Sprott Private Wealth LP, a merchant bank with a focus on natural resources. Former CEO and CFO of Orvana Minerals Corp. and Executive Vice Chair of Baffinland Iron Mines Inc. and director of several other mining companies. Chosen as Top 100 Global Inspirational Women in Mining in 2016 with experience in building, operating and streamlining businesses in mining and financial services.				
	Residency: Toronto, Ontario Canada	Board and Committee Meeting Attendance		Other Public Company Directorships	
		Board	7/7	100%	Nexa Resources S.A.
	Director since: December 15, 2016	Audit (Chair)	5/5	100%	
		Compensation	2/2	100%	
	Independent	Corp. Responsibility & Technical	5/5	100%	
		Special Opportunities	4/4	100%	
	Securities Held				
	Common Shares			Nil	
DSUs			146,264		
Option Based Awards					
Number of Securities underlying unexercised options	Exercise Price	Expiration Date	Value of unexercised in-the-money Options		
50,000	\$1.46	Dec 15, 2021	\$8,000		
25,000	\$1.75	Mar 24, 2022			
25,000	\$1.62	Mar 26, 2023			
2017 AGM Voting Results			Total Compensation in 2017⁽¹⁾		
Votes in favour: 99%			\$194,886		

Dr. Laurie Curtis

Residency:
Oakville, Ontario
Canada

Director since:
December 15, 2016

Independent

Background			
Distinguished exploration geologist and founder of Intrepid Minerals. Previously held several capital market positions, including Senior Mining Analyst at Clarus Securities and Dundee Securities. Currently Chairman of Eastmain Resources Inc.			
Board and Committee Meeting Attendance		Other Public Company Directorships	
Board	7/7	100%	Eastmain Resources Inc.
Compensation	1/1	100%	Toachi Mining Inc.
Corp. Responsibility & Technical	5/5	100%	
Special Opportunities	4/4	100%	
Securities Held			
Common Shares			Nil
DSUs			148,633
Option Based Awards			
Number of Securities underlying unexercised options	Exercise Price	Expiration Date	Value of unexercised in-the-money Options
50,000	\$1.46	Dec 15, 2021	\$8,000
25,000	\$1.75	Mar 24, 2022	
25,000	\$1.62	Mar 26, 2023	
2017 AGM Voting Results		Total Compensation in 2017⁽¹⁾	
Votes in favour: 99%		\$191,872	

Jacques McMullen

Residency:
Oakville, Ontario
Canada

Director since:
November 3, 2017

Independent

Background			
Professional Engineer with over 35 years of senior leadership experience in the mining industry. Principal of J. McMullen & Associates, a privately held consulting company. Senior Officer of Barrick Gold Corporation until December 2011; Director of Orvana Minerals Corp. until May 2016; and Director of Fire River Gold Corp. until December 2013. Currently serves on the board of Equinox Gold Corp. and Cardinal Resources Limited and acts as an advisor to management at Detour Gold Corp. Holds Master's Degree of Applied Sciences in Mineral Processing from Laval University.			
Board and Committee Meeting Attendance		Other Public Company Directorships	
Board	1/1	Equinox Gold Corp. Cardinal Resources Limited	
Securities Held			
Common Shares			Nil
DSUs			84,790
Option Based Awards			
Number of Securities underlying unexercised options	Exercise Price	Expiration Date	Value of unexercised in-the-money Options
50,000	\$1.64	Nov 15, 2022	Nil
25,000	\$1.62	Mar 26, 2023	
2017 AGM Voting Results		Total Compensation in 2017⁽¹⁾	
Votes in favour: N/A		\$146,482	

Andrew Farncomb	Background			
	Founder of Cairn Merchant Partners LP, a merchant bank focused on advisory and principal investing. Founder, director and Senior Vice President of Contact Gold Corp., an advanced stage Nevada gold exploration company, a board member of several other TSX Venture Exchange listed companies and a board member and Chair of the Investment Committee at the Flavell Family Foundation. Mr. Farncomb was formerly a Partner and Investment Banking professional at Paradigm Capital Inc.			
	Board and Committee Meeting Attendance		Other Public Company Directorships	
Residency: Toronto, Ontario Canada	Board	1/1	Contact Gold Corp. IDM Mining Ltd. Northern Superior Resources Inc. Canterra Minerals Corporation	
Director since: December 15, 2017				
Independent	Securities Held			
	Common Shares		Nil	
	DSUs		84,525	
	Option Based Awards			
		Number of Securities underlying unexercised options	Exercise Price	Expiration Date
	50,000	\$1.69	Dec 15, 2022	Nil
	25,000	\$1.62	Mar 26, 2023	
	2017 AGM Voting Results		Total Compensation in 2017⁽¹⁾	
	Votes in favour: N/A		\$145,176	

Brendan T. Cahill	Background			
	President of the Corporation since November 2012 and Chief Executive Officer since March 2013; previously Executive Vice President from July 2012; former Vice President Corporate Development and Corporate Secretary of Pelangio Exploration Inc. (until July 2012). Member of the Young Presidents Organization and Cabinet Member of the Transplant Campaign at the University Health Network.			
	Board and Committee Meeting Attendance		Other Public Company Directorships	
Residency: Toronto, Ontario Canada	Board	7/7	100%	Group Eleven Resources Ltd.
Director since: April 30, 2013				
Non-Independent	Securities Held			
	Common Shares		286,182	
	RSUs		623,465	
	Warrants		55,173	
	Option Based Awards			
	Number of Securities underlying unexercised options	Exercise Price	Expiration Date	Value of unexercised in-the-money Options
	150,000	\$1.14	Dec 11, 2018	\$193,500
	75,000	\$0.57	Apr 6, 2020	
	2017 AGM Voting Results		Total Compensation in 2017⁽¹⁾	
	Votes in favour: 99%		N/A	

(1) Total Compensation, above, is calculated by summing cash fees paid, the value of DSUs as of the date of grant and a Black-Scholes valuation of Options as of the date of grant.

Majority Voting Policy

On March 25, 2014 (as amended and restated on May 10, 2016), the Board adopted a majority voting policy (the “**Majority Voting Policy**”) with immediate effect. A copy of the Majority Voting Policy is available on the Corporation’s website at www.excellonresources.com.

The Majority Voting Policy requires that any nominee for director who receives a greater number of votes “withheld” than “for” his or her election, in an uncontested election, shall immediately tender his or her resignation to the Chairman of the Board for consideration by the Nominating and Corporate Governance Committee (the “**NCGC**”). The NCGC shall consider the resignation in accordance with the Majority Voting Policy and shall recommend to the

Board whether or not it should be accepted. The Board shall act on the recommendations of the NCGC within 90 days following the Shareholders' meeting and disclose its decision by way of press release. No director who, in accordance with the Majority Voting Policy, is required to tender his or her resignation, shall participate in the NCGC's deliberations or recommendation. However, such director shall remain active and engaged in all other Board and committee activities, deliberations and decisions during the NCGC process. If a majority of the members of the NCGC received a majority of votes "withheld" in the same election, or the number of NCGC members who received a majority of votes "withheld" in the same election is greater than quorum of the NCGC, the independent directors then serving on the Board who received a greater number of votes "for" their election than votes "withheld" will appoint an *ad hoc* Board committee from amongst themselves to consider the resignations. If a resignation is accepted, the Board may, in accordance with the provisions of the OBCA, (i) leave the vacancy in the Board unfilled until the next annual meeting of Shareholders, (ii) reduce the size of the Board, (iii) fill the vacancy created by the resignation by appointing a new director whom the Board considers to merit the confidence of Shareholders, or (iv) call a special meeting of Shareholders to consider new board nominee(s) to fill the vacant position(s).

Each of the current directors has agreed to abide by the provisions of the Majority Voting Policy and any subsequent candidate nominated by management will, as a condition of such nomination, be required to abide by the Majority Voting Policy. In the event that any director who received a majority of votes "withheld" does not tender his or her resignation in accordance with the Majority Voting Policy, he or she will not be re-nominated by the Board.

Corporate Cease Trade Orders or Bankruptcies

To the best of the Corporation's knowledge, none of the nominees is, as at the date of this Circular, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company, including the Corporation, that: (i) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, in any case that was in effect for more than 30 consecutive days (an "order") that was issued while the nominee was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued after the nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Personal Bankruptcies

To the best of the Corporation's knowledge, except as noted below, none of the nominees is, as at the date of this Circular, or has been within the 10 years before the date hereof, (i) a director or executive officer of any company, including the Corporation, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the nominee.

André Y. Fortier was the President and Chief Executive Officer of Campbell Resources Inc., which made application under the Companies' Creditors Arrangements Act in January 2009. Mr. Fortier was also President of Campbell's subsidiary, Meston Resources Inc., which made a petition for bankruptcy in October 2008.

Penalties and Sanctions

To the best of the Corporation's knowledge, none of the nominees has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

3. RE-APPOINTMENT OF AUDITORS

PricewaterhouseCoopers LLP were first appointed auditors of the Corporation on October 22, 2009. Unless such authority is withheld, the persons named in the accompanying proxy intend to vote **FOR** the re-appointment of PricewaterhouseCoopers LLP, as the auditors of the Corporation to hold office until its successor is appointed and to authorize the directors to fix their remuneration.

4. NEW INCENTIVE STOCK OPTION PLAN

The Corporation's current Incentive Stock Option Plan was established in 2004 (the "**Stock Option Plan**") and is a 10% "rolling" plan. **The Compensation Committee, after reviewing the terms of the Stock Option Plan, the Corporation's other equity compensation plan and existing industry standards, determined that the Corporation should implement a new "fixed" incentive stock option plan.** On the recommendation of the Compensation Committee, the Board adopted a new Incentive Stock Option Plan (the "**New ISOP**") on March 21, 2018.

On March 21, 2018, the Board approved the grant on March 26, 2018 of 265,000 options expiring March 26, 2023 at an exercise price of \$1.62 per Common Share under the New ISOP subject to the approval of the TSX and shareholder approval at the Meeting ("**Conditional Options**"). The Conditional Options cannot be exercised until the Corporation has obtained shareholder approval at the Meeting and will be cancelled if shareholders do not approve the ISOP Resolution (as defined below) at the Meeting.

Accordingly, at the Meeting or any adjournment or postponement thereof, shareholders will be asked to consider and, if thought advisable, to approve with or without amendment, a resolution in the form set out below (the "**ISOP Resolution**") approving the adoption of the New ISOP and the ratification of the grant of the Conditional Options.

The current Stock Option Plan will continue to be in effect if the ISOP Resolution is not approved by shareholders and the Conditional Options will be cancelled. Please see "*Securities Authorized for Issuance under Equity Compensation Plan – Stock Option Plan*" for details on the terms of the current Stock Option Plan.

In the event that shareholders approve the ISOP Resolution, the New ISOP will replace the existing Stock Option Plan. No further awards shall be granted under the Stock Option Plan. However, any outstanding awards granted under the existing Stock Option Plan shall remain outstanding and shall continue to be governed by the provisions of the existing Stock Option Plan.

Summary of Terms of New ISOP

The following is a summary of the key terms of the New ISOP, which summary is qualified in its entirety by the full terms of the New ISOP attached hereto as Schedule "B":

- The aggregate number of Common Shares available at all times for issuance under the New ISOP will be 4,749,040, which would represent approximately 5% of the Corporation's current issued and outstanding Common Shares. Any option which has been cancelled or terminated prior to exercise in accordance with the terms of the New ISOP will again be available under the New ISOP.
- The exercise price per Common Share under an option shall be determined by the Compensation Committee but, in any event, shall not be lower than the market price of the Common Shares of the Corporation on the date of grant of the options.
- The term of all options awarded under the New ISOP is a maximum of five years.
- Options granted pursuant to the New ISOP shall vest and become exercisable by an optionee at such time or times as may be determined by the Compensation Committee at the date of grant and as indicated in the option commitment.
- In the event that the expiry of an option falls within a trading blackout period imposed by the Corporation, the expiry date of the option shall be automatically extended to the tenth business day following the end of the blackout period as permitted by applicable TSX policies.
- The termination provisions under the New ISOP are as follows: An optionee will have, in all cases subject to the original option expiry date (i) a 6-month period to exercise his/her options that have vested, in the

event of death; (ii) a 6-month period to exercise his/her options that have vested, in the event of termination without cause, retirement, or permanent disability; (iii) 90 days to exercise his/her options that have vested, in the event of resignation; and (iv) immediate termination of the options in the event of termination with cause. In the event of a change of control, all unvested options shall automatically vest on the date of the change of control.

- The grant of options under the New ISOP is subject to the number of the Common Shares: (i) issued to insiders of the Corporation, within any one (1) year period, and (ii) issuable to insiders of the Corporation, at any time, under the New ISOP, or when combined with all of the Corporation's other security based compensation arrangements, not exceeding 10% of the Corporation's total issued and outstanding Common Shares, respectively.
- The aggregate number of options granted pursuant to the New ISOP to any one non-executive director, if ever applicable, within any one-year period shall not exceed a maximum value of \$100,000 worth of options. The value of the options shall be determined using a generally accepted valuation model.
- The aggregate number of Common Shares reserved for issuance pursuant to the New ISOP to non-executive directors as a group, if ever applicable, shall not exceed 1% of the number of issued and outstanding Common Shares, as calculated without reference to the initial options granted under the New ISOP to a person who is not previously an insider of the Corporation upon such person becoming or agreeing to become a director of the Corporation, and without reference to options held by former directors of the Corporation.
- The specific amendment provisions for the New ISOP provide the Board or committee with the power, subject to the requisite regulatory approval, to make the following amendments without shareholder approval (without limitation):
 - amendments of a housekeeping nature;
 - the addition or a change to any vesting provisions of an option;
 - changes to the termination provisions of an option or the New ISOP which do not entail an extension beyond the original expiry date;
 - the addition of a cashless exercise feature, payable in cash or securities, whether or not providing for a full deduction of the number of underlying Common Shares from the New ISOP reserves; and
 - amendments to reflect changes to applicable securities or tax laws.
- However, any of the following amendments shall also require shareholder approval:
 - reduce the exercise price of an option or cancel and reissue an option;
 - amend the term of an option to extend the term beyond its original expiry;
 - amend the limits imposed on non-executive Directors (other than by virtue of adjustments permitted under the New ISOP);
 - materially increase the benefits to the holder of the options who is an insider to the material detriment of the Corporation and its shareholders;
 - increase the number of Common Shares or maximum percentage of Common Shares which may be issued pursuant to the New ISOP (other than by virtue of adjustments permitted under the New ISOP);
 - permit options to be transferred other than for normal estate settlement purposes;
 - remove or exceed the insider participation limits of the New ISOP;
 - materially modify the eligibility requirements for participation in the New ISOP; or
 - modify the amending provisions of the New ISOP.

TSX Approval

The TSX has conditionally approved the New ISOP and ratification of the Conditional Options, subject to receipt from the Corporation of, among other things, evidence of shareholder approval.

Shareholder Resolutions

The approval of the ISOP Resolution requires the affirmative vote of the holders of a majority of the issued and outstanding Common Shares entitled to vote and represented in person or by proxy at the Meeting. If approved by shareholders at the Meeting, the New ISOP will become effective and will replace the current Stock Option Plan. If

not approved, the current Stock Option Plan will continue in full force and effect and the Conditional Options will be cancelled. All outstanding options granted prior to the effective date of the New ISOP (with the exception of the Conditional Options) will continue to be governed by the current Stock Option Plan.

Shareholders will be asked at the Meeting to consider and, if thought fit, approve the ISOP Resolution, with or without variation, in the form set forth below:

“BE IT RESOLVED, BY ORDINARY RESOLUTION, THAT:

1. the adoption of the Corporation’s New ISOP, providing for a fixed number of 4,749,040 Common Shares available for issuance, substantially in the form attached to this Circular as Schedule “B”, be and is hereby authorized and approved;
2. the grant of 275,000 options to the directors, executives and employees of the Corporation as described in the Circular be and are hereby ratified; and
3. any one director or officer of the Corporation be and is hereby authorized and directed to execute and deliver for and in name of and on behalf of the Corporation, whether under its corporate seal or not, all such certificates, instruments, agreements, documents and notices and to do all such other acts and things as in such person’s opinion as may be necessary or desirable for the purpose of giving effect to these resolutions.”

The Board believes the passing of the foregoing resolution is in the best interests of the Corporation and the Board unanimously recommends that the Shareholders approve the ISOP Resolution by voting FOR this resolution at the Meeting. The persons named as proxies in the enclosed form of proxy intend to cast the votes represented by proxy FOR the foregoing resolution unless the holder of Common Shares who has given such proxy has directed that the votes be otherwise cast.

OTHER BUSINESS

Management of the Corporation knows of no matters to come before the Meeting other than those referred to in the notice of Meeting accompanying this Circular. **However, if any other matters properly come before the Meeting, it is the intention of the management proxyholders to vote on the same in accordance with their best judgment on such matters.**

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

The following describes the particulars of compensation for a) the CEO, b) the CFO, c) each of the three most highly compensated executive officers of the Corporation, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and the CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and d) each individual who would be a named executive officer but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries, nor acting in a similar capacity, at the end of that financial year (each a “**Named Executive Officer**” or “**NEO**”). For the financial year ended December 31, 2017, the Named Executive Officers of the Corporation were:

Brendan Cahill, President and Chief Executive Officer
Rupy Dhadwar, Chief Financial Officer
Ben Pullinger, Vice President Geology
Denis Flood, Vice President Technical Services
Ronald Marino, Vice President Finance

Compensation Policy Objectives

The Corporation's executive compensation program is designed to reward corporate and individual performance, and motivate executives to achieve overall corporate goals.

The Corporation's executive compensation program has the following objectives:

- to attract, retain and motivate qualified executives;
- to provide incentives to executives to maximize productivity and enhance enterprise value by aligning the interests of the executives with those of the Shareholders;
- to foster teamwork and entrepreneurial spirit;
- to establish a direct link between all elements of compensation and the performance of the Corporation and its subsidiaries, and individual performance;
- to integrate compensation incentives with the development and successful execution of strategic and operating plans; and
- to enhance Shareholder value.

The Compensation Committee of the Corporation is comprised of Alan McFarland (Chair), Laurie Curtis and Jacques McMullen, each of whom is considered independent for the purposes of National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**"). Each member of the Compensation Committee has held senior executive and board positions with other publicly traded companies where they have had direct involvement in the development and implementation of compensation policies and practices for employees at all levels, including executive officers. The Board believes that the Compensation Committee members possess all of the knowledge, experience and the profile needed in order to fulfill the mandate of the Compensation Committee.

For the fiscal year ended December 31, 2017, the Compensation Committee was responsible for making recommendations to the Board with respect to the compensation of the Corporation's directors, Named Executive Officers and employees. The Compensation Committee works in conjunction with the Chairman and the President on the review and assessment of the performance of executive officers and other employees in accordance with the Corporation's compensation practices. The Board reviews the Compensation Committee's recommendations to ensure that total compensation paid to all Named Executive Officers is fair and reasonable and is consistent with the Corporation's compensation program.

The Compensation Committee reviewed compensation practices of the following companies in the course of its assessment: Alexco Resource Corp., Alio Gold Inc., Americas Silver Corporation, Avino Silver & Gold Mines Ltd., GoGold Resources Inc., Golden Minerals Company, Great Panther Silver Limited and Marlin Gold Mining Ltd. No compensation consultants were retained for comparison of corporate or executive compensation for the 2017 review; however, the Corporation did consult independently prepared industry surveys on compensation practices.

The executive compensation program is comprised of fixed and variable elements of compensation; base salary, indirect compensation (benefits), discretionary bonus, and long-term incentives in the form of DSUs, RSUs and stock options. In determining actual compensation levels, the Compensation Committee considers the total compensation program, rather than any single element in isolation. Total compensation levels are designed to reflect both the marketplace (to ensure competitiveness) and the responsibility of each position (to ensure internal equity). The Compensation Committee believes these elements of compensation, when combined, form an appropriate mix of compensation, and provide competitive salary, link the majority of the executives' compensation to corporate and individual performance (which induces and rewards behaviour that creates long-term value for Shareholders and other stakeholders), and encourage retention with time-based vesting attached to long-term equity-based incentives.

The compensation level of the President is designed to recognize his personal contributions and leadership. At the end of each fiscal year, the Compensation Committee evaluates the performance of the President, and the Compensation Committee in consultation with the Chairman formally evaluates the performance of the President.

Using both financial and non-financial measures, the Compensation Committee may recommend to the Board an increase to the President's total compensation to levels that are consistent with corporate and individual performance.

Similarly, the Compensation Committee reviews and ensures that the directors' compensation packages are competitive in light of the responsibility and the time commitment required from directors. Based on such reviews, the Committee makes recommendations to the Board with respect to changes to executive compensation and director compensation.

2017 Compensation Grants

On March 21, 2018, the Compensation Committee recommended and the Board of Directors approved certain compensation grants to the NEOs as compensation granted in respect of 2017, which are reflected in the Summary Compensation Table, below. In determining such compensation, the Compensation Committee considered the Corporation's various achievements during 2017, including:

- completing the implementation of an optimization plan at the Platosa Mine that is designed to increase productivity and reduce production costs;
- improvements in revenue, tonnage milled, cash flow, silver equivalent ounces payable sold and all-in sustaining costs per silver ounce payable in Q3 and Q4 2017 relative to recent years following implementation of the optimization plan;
- successful bought deal financing providing capital for exploration programs at both the Platosa and Miguel Auza projects;
- ongoing positive exploration results near existing mine infrastructure;
- share price outperformance relative to silver equity exchange traded funds (SLVP, SIL, SILJ), with the Corporation's stock increasing from \$1.64 to \$1.84 during the year, against calendar year losses in each of the ETFs, and generally improved market awareness of the Corporation; and
- negotiation of toll milling arrangement with Hecla Mining Company for the milling of San Sebastian ore at the Corporation's Miguel Auza processing facility.

While such compensation grants were made in respect of 2017, the form of compensation was forward looking, with RSUs being granted subject to performance vesting conditions, weighted as follows: (i) health and safety metrics (10%), (ii) financial metrics (25%), (iii) corporate development goals (45%), (iv) share price performance relative to the Global X Silver Miners ETF (SIL) (10%) and (v) time/retention (10%). No cash bonuses were granted for 2017.

Such compensation grants were made pursuant to the foregoing on March 26, 2018 and as follows:

Name/Title	RSUs (#)	RSUs (\$) ⁽¹⁾	Expiration Date
Brendan Cahill President & CEO	155,000	\$251,100	12/15/2021
Rupy Dhadwar CFO	110,000	\$178,200	12/15/2021
Ben Pullinger Vice President Geology	155,000	\$251,100	12/15/2021
Denis Flood Vice President Technical Services	110,000	\$178,200	12/15/2021
Ronald Marino Vice President Finance	95,000	\$153,900	12/15/2021

(1) Value as of grant date based on a closing share price of \$1.62 on the day preceding grant date.

The mix of total direct compensation potentially payable to our Named Executive Officers is as follows:

Base Salaries

Base salaries for the executive officers are designed to be competitive and are adjusted for the realities of the market. Initial base salaries are determined through market comparables, formal job evaluation, commercially available salary survey data, experience level, leadership and management skills, responsibilities and proven or expected performance. The Compensation Committee, in consultation with the Chairman, reviews the recommendations of the President and recommends to the Board the base salaries for executive officers taking into consideration the individual's performance, contributions to the success of the Corporation, and internal equities among positions. No specific weightings are assigned to each factor; instead a subjective determination is made based on a general assessment of the individual relative to such factors.

In June 2013, the President and CEO voluntarily reduced his salary from \$275,000 per annum to \$240,000 per annum. Subsequently, in July 2013, all NEOs at the time (including the President & CEO), voluntarily agreed to reduce their salaries to \$180,000. The CFO's salary was increased to \$205,000 in April 2015 to reflect his significant contributions to the Corporation, but the voluntary reduction of his salary to \$180,000 was maintained. Similarly, the Controller's salary was increased to \$150,000 in April 2015 to reflect his significant contributions to the Corporation, but voluntarily maintained at \$144,000. During mid-2016, these voluntary reductions were reversed in the case of the CFO and Controller and partially reversed in the case of the CEO.

In November 2017, the Board increased the CEO's salary to \$300,000 per annum, with \$100,000 of such salary to be issued quarterly in the form of RSUs vesting on January 1st of the second calendar year after the date of grant. A grant of \$90,000 value of RSUs was made in November 2017 in respect of calendar year 2017 (vesting January 1, 2019). This arrangement was designed to link a material portion of the CEO's base salary with the Corporation's share price performance (and underlying operational, financial, etc. performance).

During 2017, the Corporation increased the salary of the VP Technical Services to \$200,000 in reflection of his contribution to optimizations at the Platosa Mine and market comparables and increased the salary of the Controller to \$175,000 upon his promotion to VP Finance.

The Board of Directors and Compensation Committee review executive compensation on an ongoing basis, with the expectation that salaries will be modified in consideration of commodity prices, market and the Corporation's financial position.

Discretionary Bonus

A discretionary bonus is intended to provide incentives to executive officers to enhance the growth and development of the Corporation, to encourage and motivate executive officers to achieve short-term goals, and to reward individual contribution to the achievement of corporate objectives. The bonus can be based as a percentage of annual salary or a fixed dollar amount and is awarded at the discretion of the Board as recommended by the Compensation Committee.

Long-Term Incentives

The Corporation's long-term equity portion of executive compensation is designed to align the interests of executive officers with that of Shareholders by encouraging equity ownership through awards of stock options ("**Options**"), DSUs and RSUs, to motivate executives and other key employees to contribute to an increase in corporate performance and Shareholder value, and to attract talented individuals and encourage the retention of executive officers and other key employees by vesting Options, DSUs and RSUs over a period of time.

Stock Options

The Corporation grants Options to its NEOs. The timing of the grant, and number of Common Shares made subject to option is recommended by the Chairman and the President, reviewed and approved (or revised, if thought appropriate) by the Compensation Committee in consultation with the Chairman, and implemented by a resolution of the Board. The review of proposed option grants by the Compensation Committee (which is composed of independent directors) and the implementation thereof by the Board (which is comprised of a majority of independent directors) provides the independent directors with significant input into such compensation decisions. Consideration in determining option grants is given to, amongst other things, the total number of Options outstanding, the current and future expected contribution to the advancement of corporate objectives, the position of the individual, tenure, and previous option grants to selected individuals. No specific weightings are assigned to each factor; instead a subjective determination is made based on an assessment of the individual relative to such factors. Grants of Options also comprise a portion of the compensation package offered to attract and retain new directors and executive officers to the Corporation. Options granted by the Board are priced at the closing price of the Common Shares on the TSX on the last trading day prior to the date of grant. Please see “*Securities Authorized for Issuance under Equity Compensation Plans – Stock Option Plan*” for further information.

During the fiscal year ended December 31, 2017, 275,000 Options were granted to directors and 145,000 Options were granted to employees and consultants of the Corporation for an aggregate total of 420,000 Options.

Deferred Share Units

The Board adopted the DSU Plan effective as of December 11, 2013, as amended on March 25, 2014 and approved by Shareholders on April 29, 2014. The purpose of the DSU Plan is to promote the alignment of interests between the directors and Shareholders while enabling directors, officers and employees to participate in the long-term success of the Corporation through the grant of DSUs. The Board’s current policy is that DSUs will be granted to directors, officers and employees. Upon vesting, each DSU Award entitles the DSU Participant to receive, subject to adjustment as provided for in the DSU Plan, a lump sum cash payment or, at the Corporation’s discretion, Common Shares equal to the whole number of DSUs credited to the DSU Participant plus a cash settlement for any fraction of a DSU. For the purposes of the DSU Plan, the value of the DSU on the Settlement Date is the market price, being the volume-weighted average price of the Common Shares on the TSX for the five trading days immediately preceding such Settlement Date, but if the Common Shares did not trade on such trading days, the market price shall be average of the bid and ask prices in respect of the Common Shares at the close of trading on such trading day. The DSU Plan is posted on the Corporation’s website at www.excellonresources.com.

During the fiscal year ended December 31, 2017, 477,809 DSUs were granted to directors and 20,000 DSUs to employees of the Corporation for an aggregate total of 497,809 DSUs.

Restricted Share Units

The Board adopted the RSU Plan effective as of December 11, 2013, as amended on March 25, 2014 and approved by Shareholders on April 29, 2014. The purpose of the RSU Plan is to assist the Corporation in attracting and retaining individuals with experience and exceptional skill, to allow selected executives, key employees, consultants and directors of the Corporation to participate in the long-term success of the Corporation and to promote a greater alignment of interests between the participants designated under the RSU Plan and the Shareholders of the Corporation. Under the RSU Plan, RSUs may be granted at the discretion of the Board as a bonus to executives taking into account a number of factors, including the amount and term of RSUs previously granted, base salary and bonuses and competitive market factors. The Board establishes the vesting conditions for each Grant at the time of grant, but if no specific conditions are set, the vesting date will be December 15th of the third calendar year following the grant date.

Almost all outstanding RSUs as of December 31, 2017 are subject to performance vesting conditions relating to the Corporation’s (i) operational and financial metrics, (ii) corporate responsibility measures and (iii) share price targets.

Upon vesting, each RSU entitles the RSU Participant to receive, subject to adjustments as provided for in the RSU Plan, one Common Share or payment in cash for the equivalent thereof. For the purposes of the RSU Plan, the value of the RSU on vesting is the market price, being the closing volume-weighted average price of the Common Shares on the TSX for the five trading days immediately preceding such vesting date, but if the Common Shares did not trade on such trading days, the market price shall be average of the bid and ask prices in respect of the Common Shares at the close of trading on such trading day. The RSU Plan contemplates various entitlements in the event of a change of control. The RSU Plan is posted on the Corporation's website at www.excellonresources.com.

During the fiscal year ended December 31, 2017, 939,878 RSUs were granted to employees and consultants of the Corporation.

Indirect Compensation

The primary benefits offered to the Named Executive Officers include participation in group health, dental, extended medical coverage, and life insurance, including long-term disability, paid vacation and payment of any professional dues on the individual's behalf, which benefits are generally available to all employees of the Corporation.

Pension Plan Benefits

The Corporation does not provide retirement benefits for directors, executive officers or employees.

Share Ownership Requirements

The Corporation has not imposed minimum share ownership requirements, in line with industry practices for similar companies of its size.

Risks Associated with Compensation Practices

As of the date of this Circular, the Corporation's directors had not, collectively, considered the implications of any risks associated with the Corporation's compensation policies applicable to its executive officers.

Financial Instruments

The Corporation has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Circular, entitlement to grants of incentive Options under the Corporation's Stock Option Plan, the DSU Plan or the RSU Plan are the only equity-based security elements awarded to executive officers and directors.

Summary Compensation Table

The table below is a summary of total compensation paid to the NEOs for each of the Corporation's three most recently completed financial years ending December 31, 2017:

Summary Compensation Table									
Name and Principal Position	Year	Salary (\$)	Share-based Awards ⁽¹⁾ (\$)	Option-based Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans ⁽²⁾	Long-term Incentive Plans			
Brendan Cahill ⁽³⁾ President, Chief Executive Officer and Director	2017	210,000	341,100	NIL	NIL	NIL	NIL	NIL	551,100
	2016	192,500	262,500	NIL	NIL	NIL	NIL	NIL	455,000
	2015	180,000	103,500	25,550	NIL	NIL	NIL	NIL	309,050
Rupy Dhadwar ⁽³⁾ Chief Financial Officer	2017	205,000	178,200	NIL	NIL	NIL	NIL	NIL	383,200
	2016	190,417	183,750	NIL	NIL	NIL	NIL	NIL	374,167
	2015	180,000	69,100	17,034	NIL	NIL	NIL	NIL	266,134
Ben Pullinger Vice-President Exploration	2017	200,000	251,100	NIL	NIL	NIL	NIL	NIL	451,100
	2016	61,410	469,000	NIL	NIL	NIL	NIL	NIL	530,410
Denis Flood Vice-President Technical Services	2017	183,333	178,200	NIL	NIL	NIL	NIL	NIL	361,533
	2016	82,500	284,500	NIL	NIL	NIL	NIL	NIL	367,000
Ronald Marino ⁽³⁾ Vice President Finance	2017	169,375	153,900	NIL	NIL	NIL	NIL	NIL	323,275
	2016	150,667	122,500	28,045	NIL	NIL	NIL	NIL	301,212
	2015	144,000	41,650	13,627	NIL	NIL	NIL	NIL	199,277

⁽¹⁾ RSUs are granted with performance, share price and time vesting criteria. The valuation of RSUs reflects the value on the date of grant. None of such RSUs vested during the year of grant. Certain portions of share-based compensation were granted subsequent to December 31, 2017 (on March 26, 2018) in respect of 2017, as further discussed under "2017 Compensation Grants", above.

⁽²⁾ The values reported represent an estimate of the grant date fair market value of the options awarded during the year. For 2017, the fair value was estimated at the grant date based on the Black-Scholes option pricing model assuming a risk-free interest rate of 1.16 %, no dividend yield, expected life of 5 years and an expected price volatility of 79.83%. For 2016, the fair value was estimated at the grant date based on the Black-Scholes option pricing model assuming a risk-free interest rate of 0.83%, no dividend yield, expected life of 5 years and an expected price volatility of 74.97%. For 2015, the fair value was estimated at the grant date based on the Black-Scholes option pricing model assuming a risk-free interest rate of 0.65%, no dividend yield, expected life of 5 years and an expected price volatility of 74.40%. The calculation of fair market value is based on the Black-Scholes pricing model, selected as it is widely used in estimating option-based compensation values by Canadian public companies. The Black-Scholes model is a pricing model, which may or may not reflect the annual value of the options. The options may never be exercised and actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

⁽³⁾ Refer to "Base Salaries", above, for a discussion of voluntary salary reductions implemented by the CEO, CFO and VP Finance from 2013.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

Option-based awards outstanding in respect of each NEO as at December 31, 2017 were as follows:

Name	Option Based Award				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$) ⁽²⁾
Brendan Cahill President, Chief Executive Officer and Director	150,000 75,000	1.14 0.57	12/11/2018 04/06/2020	105,000 95,250	454,878	861,976
Rupy Dhadwar Chief Financial Officer	25,000 50,000	1.14 0.57	12/11/2018 04/06/2020	17,500 63,500	265,000	487,600
Ben Pullinger Vice President Geology	N/A	N/A	N/A	N/A	225,000	414,000
Denis Flood Vice President Technical Services	N/A	N/A	N/A	N/A	170,000	312,800
Ronald Marino Vice President Finance	15,000 13,333 25,000	1.14 0.57 1.75	12/11/2018 04/06/2020 03/24/2022	10,500 16,933 2,250	175,000	322,000

⁽¹⁾ The “Value of unexercised in-the-money options” reflects the aggregate dollar amount of (vested and unvested) unexercised in-the-money options held at the end of the year. The amount is calculated based on the difference between the closing price of the Common Shares on the TSX on December 31, 2017 (\$1.84) and the exercise price of the options. The options may never be exercised and actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

⁽²⁾ The “Market or payout value of share-based awards that have not vested” reflects the aggregate dollar amount of unvested and unexercised share based awards held at the end of the year. The amount is calculated based on the closing price of the Common Shares on the TSX on December 31, 2017 (\$1.84).

Value Vested or Earned During the Year

For the year ended December 31, 2017, the following table sets forth for each Named Executive Officer the value that would have been realized if the option-based incentive plan awards had been exercised on their vesting date, and the value earned under the non-equity incentive plan.

Name	Option-Based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-based awards – Value Vested During the Year (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Brendan Cahill	28,250	NIL	NIL
Rupy Dhadwar	18,832	NIL	NIL
Ben Pullinger	NA	43,250	NIL
Denis Flood	NA	34,600	NIL
Ronald Marino	15,066	25,920	NIL

- (1) The value of options which vested during the fiscal year ended December 31, 2017 was calculated based on the difference between the closing price of the Common Shares on the TSX on the vesting date and the exercise price of the options. The options may never be exercised and actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise.
- (2) The value of share based awards which vested during the fiscal year ended December 31, 2017 was calculated based on the volume-weighted average price of the Common Shares on the TSX for the five trading days prior to the vesting date. Share-based awards in this column represent RSUs that were paid out in common shares vesting in 2017.

Employment Agreements

Of the NEOs, the Corporation has employment agreements in place with its President, Chief Financial Officer, Vice President Geology, Vice President Technical Services and Vice President Finance. All of the executive employment agreements provide for base salary, discretionary bonuses and stock option awards, as approved by the Board, paid vacation and enrolment in the Corporation's benefits plan, which benefits are generally available to all employees of the Corporation, and provide payment on termination without just cause or in the event of change of control of the Corporation as described below.

Termination and Change of Control Benefits

"Change of Control" for the Corporation is defined in the Corporation's employment agreements with the CFO, Vice President Geology, Vice President Technical Services and Vice President Finance, as:

- (a) "the completion of a transaction or series of transactions constituting an acquisition, merger, amalgamation, consolidation, transfer, sale arrangement, reorganization, recapitalization, reconstruction or other similar event by virtue of which the Shareholders of the Corporation immediately prior to such transaction or series of transactions hold less than 50% of the voting Common Shares or successor company following completion of such transaction or series of transactions; or
- (b) the disposal of all or substantially all of the assets of the Corporation; or
- (c) a transaction or series of transactions, as a result of which a majority of the directors of the Corporation are removed from office at any annual or special meeting of Shareholders, or a majority of the directors of the Corporation resign from office over a period of 60 days or less, and the vacancies created thereby are filled by nominees proposed by any person other than directors or management of the Corporation in place immediately prior to the removal or resignation of the directors."

In the case of the President and CEO, a "Change of Control" is defined as follows:

- (a) "the completion of a transaction or series of transactions constituting an acquisition, merger, amalgamation, consolidation, transfer, sale, arrangement, reorganization, recapitalization, reconstruction or other similar event by virtue of which the Shareholders of the Corporation immediately prior to such transaction or series of transactions hold less than 60% of the voting Common Shares or successor company following completion of such transaction or series of transactions, or
- (b) the disposition of all or substantially all of the business or assets of the Corporation to another person or persons pursuant to one or a series of transactions,
- (c) a transaction or series of transactions as a result of which a majority of the directors of the Corporation are removed from office at any annual or special meeting of Shareholders, or a majority of the directors of the Corporation resign from office over a period of 60 days or less, and the vacancies created thereby are filled by nominees proposed by any person other than directors or management of the Corporation in place immediately prior to the removal or resignation of the directors,
- (d) at any time a person, directly or indirectly, beneficially owns more than 30% of the voting Common Shares, or
- (e) at any time persons, acting jointly or in concert, directly or indirectly, beneficially own in the aggregate more than 30% of the voting Common Shares."

Brendan Cahill, President and Chief Executive Officer: Under the terms of his employment agreement, within six months of a Change of Control, if Mr. Cahill's employment is terminated (whether with or without just cause) or he chooses to terminate his employment at his sole discretion, Mr. Cahill is entitled to receive a lump sum payment equal to three times the sum of (i) his base salary at the time of termination of employment plus (ii) the bonus paid to him for the previous year. In addition, Mr. Cahill's group insurance benefit coverage, other than long and short-term disability, will continue until the earlier of 12 months following termination and the day he commences

employment with another employer. In the event of the termination of Mr. Cahill's employment without just cause either before or in the absence of a Change of Control or beyond a six month period following a Change of Control, Mr. Cahill is entitled to receive a lump sum payment of two times his base salary.

Rupy Dhadwar, Chief Financial Officer: Under the terms of his employment agreement, within six months of a Change of Control, if Mr. Dhadwar's employment is terminated without just cause or he chooses to terminate his employment at his sole discretion, Mr. Dhadwar is entitled to receive a lump sum payment equal to three years' base salary. In addition, Mr. Dhadwar's group insurance benefit coverage, other than long and short-term disability, will continue until the earlier of 12 months following termination and the day he commences employment with another employer. In the event of the termination of Mr. Dhadwar's employment without just cause either before or in the absence of a Change of Control or beyond a six month period following a Change of Control, Mr. Dhadwar is entitled to receive a lump sum payment of two times his base salary.

Ben Pullinger, Vice President Geology: Under the terms of his employment agreement, within six months of a Change of Control, if Mr. Pullinger's employment is terminated without just cause or he chooses to terminate his employment at his sole discretion, Mr. Pullinger is entitled to receive (i) a payment equal to two years' base salary, (ii) a payment equal to the aggregate cash bonus, if any, payable in the preceding two (2) calendar years and (iii) group insurance benefit coverage, other than long and short-term disability, will continue until the earlier of 24 months following termination and the day he commences employment with another employer. In the event of the termination of Mr. Pullinger's employment without just cause either before or in the absence of a Change of Control or beyond a six month period following a Change of Control, Mr. Pullinger is entitled to receive (i) a lump sum payment equal to his base salary and (ii) group insurance benefit coverage, other than long and short-term disability, will continue until the earlier of 12 months following termination and the day he commences employment with another employer.

Denis Flood, Vice President Technical Services: Under the terms of his employment agreement, within six months of a Change of Control, if Mr. Flood's employment is terminated without just cause or he chooses to terminate his employment at his sole discretion, Mr. Flood is entitled to receive (i) a payment equal to two years' base salary, (ii) a payment equal to the bonus payable, if any, in the preceding two (2) calendar years and (iii) group insurance benefit coverage, other than long and short-term disability, will continue until the earlier of 24 months following termination and the day he commences employment with another employer. In the event of the termination of Mr. Flood's employment without just cause either before or in the absence of a Change of Control or beyond a six month period following a Change of Control, Mr. Flood is entitled to receive (i) a lump sum payment equal to his base salary and (ii) group insurance benefit coverage, other than long and short-term disability, will continue until the earlier of 12 months following termination and the day he commences employment with another employer.

Ronald Marino, Vice President Finance: Under the terms of his employment agreement within six months of a Change of Control, if Mr. Marino's employment is terminated without just cause or he chooses to terminate his employment at his sole discretion, Mr. Marino is entitled to receive a lump sum payment equal to 1.5 times his base salary. In addition, Mr. Marino's group insurance benefit coverage, other than long and short-term disability, will continue until the earlier of 12 months following termination and the day he commences employment with another employer.

The table below sets out the estimated incremental payments, payables and benefits due to each of the Named Executive Officers for termination on a change of control, assuming termination on December 31, 2017:

Name	Triggering Event	Base Salary ⁽¹⁾ \$	Value of Option-Based Awards if Exercised on Termination ⁽²⁾ \$	All Other Compensation ⁽³⁾ \$	Total \$
Brendan Cahill	Change of control	900,000	200,250	836,976	1,937,226
	Termination without just cause	600,000	200,250	NIL	800,250
Rupy Dhadwar	Change of control	615,000	81,000	487,600	1,183,600
	Termination without just cause	410,000	81,000	NIL	491,000
Ben Pullinger	Change of control	400,000	NIL	414,000	814,000
	Termination without just cause	200,000	NIL	NIL	200,000
Denis Flood	Change of control	400,000	NIL	312,800	712,800
	Termination without just cause	200,000	NIL	NIL	200,000
Ronald Marino	Change of control	262,500	29,683	322,000	614,183
	Termination without just cause	NIL ⁽⁴⁾	29,683	NIL	29,683

⁽¹⁾ See “Base Salaries”, above, for a discussion of the voluntary salary reductions agreed to by certain NEOs in 2013. These voluntary reductions do not apply for the purposes of compensation payments upon a change of control or termination without just cause and this column consequently reflects the salaries agreed with each NEO prior to such reductions.

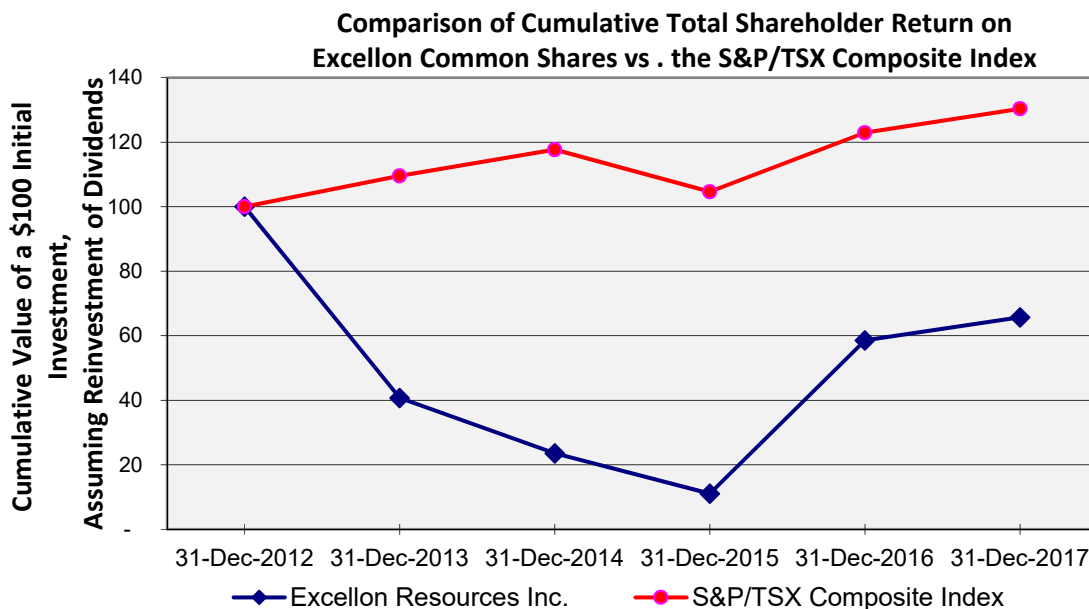
⁽²⁾ The value of unexercised options was calculated based on the difference between the closing price of the Common Shares on the TSX on December 31, 2017 (\$1.84) and the exercise price of the options. Where the difference is negative, the options are not in-the-money and no value is reported. The options may never be exercised and actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

⁽³⁾ Reflects the value attributable to DSUs or RSUs, as applicable, at vesting on the Triggering Event. The amount payable for continuing benefit coverage is dependent upon the Named Executive Officer obtaining alternative employment within the time period discussed above and cannot be determined at this time.

⁽⁴⁾ Subject to standard statutory payments under applicable employment legislation.

Performance Graph

The following graph compares the yearly change in the cumulative total Shareholder return over the five most recently completed financial years, assuming a \$100 investment in the Common Shares on December 31, 2012 against the return of the S&P/TSX Composite Total Return Index, assuming the reinvestment of dividends, where applicable, for the comparable period.



	31-Dec-12	31-Dec-13	31-Dec-14	31-Dec-15	31-Dec-16	31-Dec-17
Excellon Resources Inc.	\$100	\$41	\$24	\$11	\$59	\$66
S&P/TSX Composite Index	\$100	\$110	\$118	\$105	\$123	\$130

The S&P/TSX Composite Index is an index of the stock prices of the largest companies on the TSX as measured by market capitalization. Stocks included in this index cover all sectors of the economy and the S&P/TSX Composite Index has traditionally been heavily weighted towards financial stocks. In addition, global commodity prices, world economic conditions, and general market conditions are significant factors affecting stock market performance, which are beyond the control of the Corporation's officers.

As discussed above, compensation for the Corporation's Named Executive Officers is comprised of different elements. These include elements relating to factors that do not directly correlate to the market price of the Common Shares, such as base salary, as well as elements that more closely correlate to the Corporation's performance and financial condition, such as short-term and long-term incentives. The elements of executive compensation are designed to attract and retain top quality executives to manage and grow the business through both adverse and favourable economic cycles.

The performance of the Common Shares on the TSX was substantially stronger than the three exchange traded funds in which the Common Shares were held during the year, ETFMG Prime Junior Silver ETF (SILJ), the Global X Silver Miners ETF (SIL) and the Blackrock Global Silver Miners ETF (SVLP), with the share price increasing to \$1.84 from \$1.64 compared to negative performance during the year from each of the ETFs. The performance of the Common Shares and the new investments described in the foregoing were factors considered in respect of NEO compensation during the year, as described further above under "2017 Compensation Grants."

DIRECTORS COMPENSATION

Summary Compensation Table

The following table sets forth all compensation paid, awarded or earned by the non-executive directors of the Corporation during the year ended December 31, 2017.

Directors Compensation Table							
Name	Fees Earned (\$) ⁽¹⁾	Share-Based Awards (\$)	Option-Based Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
André Y. Fortier	\$75,000	\$106,249	\$28,045	NIL	N/A	NIL	\$209,294
Alan R. McFarland⁽³⁾	\$58,475	NIL	NIL	NIL	N/A	NIL	\$58,475
Timothy J. Ryan⁽⁴⁾	\$20,312	\$61,250	\$28,045	NIL	N/A	NIL	\$109,607
Thor E. Eaton⁽⁵⁾	\$10,181	\$70,250	\$28,045	NIL	N/A	NIL	\$108,475
Oliver Fernández	\$39,121	\$100,372	\$28,045	NIL	N/A	NIL	\$167,538
Ned Goodman⁽⁶⁾	\$33,229	\$90,936	\$28,045	NIL	N/A	NIL	\$152,210
Daniella Dimitrov	\$60,925	\$105,917	\$28,045	NIL	N/A	NIL	\$194,886
Laurie Curtis	\$51,288	\$112,539	\$28,045	NIL	N/A	NIL	\$191,872
Jacques McMullen⁽⁷⁾	\$8,428	\$86,214	\$51,841	NIL	N/A	NIL	\$146,482
Andrew Farncomb⁽⁸⁾	\$3,726	\$88,226	\$53,224	NIL	N/A	NIL	\$145,176

⁽¹⁾ During 2017, non-executive directors of the board elected to receive a portion of their DSUs in lieu of all cash board fees, with approximately 56% of fees being issued in the form of DSUs, resulting in the total issuance of 117,809 DSUs in respect of such fees. Values in this column aggregate the fees paid in cash and the total value of DSUs granted in lieu of fees based on the grant date value of such DSUs.

⁽²⁾ The values reported represent an estimate of the grant date fair market value of the options awarded during the year. For 2017, the fair value was estimated at the grant date based on the Black-Scholes option pricing model assuming a risk-free interest rate of 0.83%, no dividend yield, expected life of 5 years and an expected price volatility of 79.97%. The options may never be exercised and actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

⁽³⁾ Mr. McFarland did not receive any equity-based compensation during 2017 due to certain United States government conflict-of-interest regulations.

⁽⁴⁾ Mr. Ryan retired from the Board on May 10, 2017.

⁽⁵⁾ Mr. Eaton passed away on April 10, 2017.

⁽⁶⁾ Mr. Goodman retired from the Board on November 2, 2017.

⁽⁷⁾ Mr. McMullen was appointed to the Board of Directors effective November 2, 2017, with share-based awards representing the value of DSUs granted on November 15, 2017 based on the closing price of the Common Shares of \$1.64 on the previous day.

⁽⁸⁾ Mr. Farncomb was appointed to the Board of Directors effective December 14, 2017, with share-based awards representing the value of DSUs granted on that date based on the closing price of the Common Shares of \$1.69 on that date.

The Board, on recommendation of the Compensation Committee, determines director compensation. The objective in determining such director compensation is to ensure that the Corporation can attract and retain experienced and qualified individuals to serve as directors. The Corporation compensates its non-executive directors through the payment of directors' fees (on an annual retainer, committee chair and committee member) and through the grant of incentive Options, DSUs and RSUs. As of the year ended December 31, 2017, non-executive directors received the following annual retainers and other fees for their services as directors (which may be payable in DSUs or 50/50 DSUs/cash at the director's option):

Director Retainer (base)	\$40,000
Chairperson (retainer)	\$75,000
Audit Committee Chair (Member)	\$10,000 (\$6,000)

Corporate Responsibility & Technical Committee Chair (Member)	\$10,000 (\$5,000)
Compensation Committee Chair (Member)	\$7,500 (\$5,000)
Nominating & Corporate Governance Committee Chair (Member)	\$5,000 (\$2,500)

All retainers are paid *pro rata* on a quarterly basis. Directors are also reimbursed for out-of-pocket expenses incurred in attending meetings and otherwise carrying out their duties as directors of the Corporation. In addition, directors are eligible to participate in the Corporation's Stock Option Plan, DSU Plan and RSU Plan, and historically the Corporation has granted options to members of the Board. As of the date of this Circular, the Corporation has awarded outstanding options to purchase 1,749,999 Common Shares, of which 353,333 have been granted to non-executive directors, representing approximately 20.2% of outstanding options.

As of March 26, 2018, the Corporation has 2,340,372 DSUs outstanding of which 1,685,436 DSUs were issued to directors in respect of board compensation and in lieu of board fees.

Incentive Plan Awards

Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation

The following table sets out option-based awards outstanding for each non-executive director based on a closing price of \$1.84 for the Common Shares on the TSX as of December 31, 2017.

Director Name	Option Based Award				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
André Y. Fortier	50,000	1.14	12/11/2018	35,000	445,628	819,956
	50,000	0.57	04/06/2020	63,500		
	25,000	1.75	03/24/2022	2,250		
Alan R. McFarland	50,000	1.14	12/11/2018	35,000	338,103	622,110
	50,000	0.57	04/6/2020	63,500		
Oliver Fernández	100,000	1.14	12/11/2018	35,000	294,993	542,787
	50,000	0.57	04/6/2020	63,500		
	25,000	1.75	03/24/2022	2,250		
Daniella Dimitrov	50,000	1.46	12/15/2021	19,000	113,764	209,326
	25,000	1.75	03/24/2022	2,250		
Laurie Curtis	50,000	1.46	12/15/2021	19,000	116,133	213,685
	25,000	1.75	03/24/2022	2,250		
Jacques McMullen	50,000	1.64	11/15/2022	10,000	52,290	96,214
Andrew Farncomb	50,000	1.69	12/15/2022	7,500	52,025	95,726

⁽¹⁾ The value of unexercised in-the-money options reflects the aggregate dollar amount of (vested and unvested) unexercised options held at the end of the year. The amount is calculated based on the difference between the closing price of the Common Shares on the TSX on December 31, 2017 (\$1.84) and the exercise price of the options. The options may never be exercised and actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

Value Vested or Earned During the Year

For the year ended December 31, 2017, the following table sets forth, for each non-executive director, the value that would have been realized if the option-based incentive plan awards had been exercised on their vesting date.

Director Name	Option-Based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
André Y. Fortier	18,832	NIL	NA
Alan R. McFarland	18,832	NIL	NA
Oliver Fernández	1,500	NIL	NA
Daniella Dimitrov	4,000	NIL	NA
Laurie Curtis	4,000	NIL	NA
Jacques McMullen	NIL	NIL	NA
Andrew Farncomb	NIL	NIL	NA

⁽¹⁾ The value of options which vested during the fiscal year ended December 31, 2017 was calculated based on the difference between the closing price of the Common Shares on the TSX on the vesting date and the exercise price of the options. The options may never be exercised and actual gain, if any, on exercise will depend on the value of the Common Shares on the date of exercise.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding the Corporation's equity compensation plans as of December 31, 2017, under which securities of the Corporation are authorized for issuance to directors, officers, employees and consultants of the Corporation and its affiliates:

Equity Compensation Plan Information

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights ⁽¹⁾	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by Shareholders	5,576,436	\$1.16	3,910,812
Equity compensation plans not approved by Shareholders	NIL	NIL	NIL
Total	5,576,436	\$1.16	3,910,812

⁽¹⁾ In respect of the 1,493,332 Options outstanding, as an exercise price in respect of the DSUs and RSUs is not applicable.

Burn Rate

Pursuant to section 613 of the TSX Company Manual, the following table sets out the burn rate under each of the Corporation's Equity Compensation Plans during each of the past three calendar years, with the burn rate reflecting the number of securities granted under each plan as a percentage of the weighted average number of issued and outstanding Common Shares during the year:

	2015 ⁽¹⁾		2016		2017	
	Issued	Burn Rate (%)	Issued	Burn Rate (%)	Issued	Burn Rate (%)
Options	815,000	1.48%	140,000	0.21%	420,000	0.54%
RSUs	870,000	1.58%	410,000	0.62%	939,878	1.21%
DSUs	1,403,265	2.55%	349,227	0.53%	497,809	0.64%
Total	3,088,265	5.62%	899,227	1.37%	1,857,687	2.39%
Weighted I/O Common Shares	54,957,265		65,657,827		77,671,087	

(1) Due to difficult prevailing equity and commodity markets during 2015, all Directors elected to receive board fees in the form of DSUs, rather than cash, with increased DSU issuance reflecting the lower price of the Common Shares during the period.

Stock Option Plan

The Board established the Stock Option Plan in 2004. The purpose of the Stock Option Plan is to attract and motivate directors, senior officers, employees, and others providing services to the Corporation (the “**Eligible Persons**”), and thereby advance the Corporation’s interests, by affording such persons with an opportunity to acquire an equity interest in the Corporation through the issuance of Options. The Corporation subsequently adopted an amended stock option plan, approved by Shareholders of the Corporation on December 11, 2009 and which is the plan currently in effect, in order to bring the terms of the 2004 Stock Option Plan in line with current TSX policies. Assuming the New ISOP is approved at the Meeting, the New ISOP will replace the Stock Option Plan and the summary below will be superceded by the summary of the terms of the New ISOP in “4. New Incentive Stock Option Plan”, above, or by reference to the New ISOP in its entirety in Schedule “B”.

The Compensation Committee administers the Stock Option Plan. Notwithstanding, the Board retains independent and concurrent power to undertake any action delegated to the Committee, whether with respect to the Stock Option Plan as a whole or with respect to individual Options granted or to be granted under the Stock Option Plan.

The maximum number of Common Shares that may be reserved for issuance under the provisions of the Stock Option Plan is ten (10%) percent of the number of issued and outstanding Common Shares from time to time, provided that if any Option is exercised, forfeited, terminated, cancelled or expires for any reason whatsoever, then the maximum number of Common Shares for which Options may be granted shall be increased by the number of Common Shares which were exercised, forfeited, terminated, cancelled or expired. Every three years since the approval of the amended plan in 2007, all unallocated Options under the Stock Option Plan must be approved by a majority of the Board and the Shareholders for the ensuing three years.

As at March 26, 2018, 9,498,081 Options were authorized for issuance under the Stock Option Plan representing 10% of the issued and outstanding Common Shares on such date. Under the New ISOP, the maximum number of Common Shares that may be reserved for issuance under the provisions of the Stock Option Plan is 4,749,040. Of the Options available for issuance, 1,749,999 Options had been granted (including those granted to Eligible Persons under the Stock Option Plan (the “**Optionees**”), representing 1.8% of the issued and outstanding Common Shares. The principal terms of the Stock Option Plan are as follows:

The aggregate number of Common Shares reserved for issuance pursuant to Options granted to (a) insiders may not exceed (i) 10% of the issued and outstanding Common Shares at the time of grant, or (ii) 10% of the issued and outstanding Common Shares in any 12 month period; and (b) any one individual in any one-year period may not exceed 5% of the issued Common Shares; in each case calculated as at the date of grant of the Option, including all other Common Shares under option to such person at that time.

Exercise Price: The exercise price of an Option shall not be less than the closing price of the Common Shares on the

TSX on the trading day immediately preceding the day on which the Option is granted (provided that if there are no trades on such day then the last closing price within the preceding ten trading days will be used, and if there are no trades within such ten-day period, then the simple average of the bid and ask prices on the trading day immediately preceding the day of grant will be used).

Term: Options may be exercisable for a period determined at the time of grant of up to a maximum of 10 years from the date of grant.

Vesting: The vesting period of all Options shall be as determined by the Board at the time of grant.

Termination of Options: In the event of an Optionee ceasing to be a director, officer, employee or service provider of the Corporation for any reason other than death (including resignation, retirement or termination without just cause) prior to the expiry time of an Option, such Option shall cease and terminate on the earlier of i) the expiry time of such Option, ii) the 30th day following the effective date of such resignation or retirement, or iii) the date notice of termination of employment is given or received by the Corporation. In the event of termination for cause, such Option shall terminate immediately upon the date notice of termination of employment for cause is given by the Corporation. In the event of the death of an Optionee, Options held by the Optionee at the time of death which were exercisable may be exercised by the Optionee's legal representatives at any time up to and including (but not after) the earlier of the date that is six (6) months following the date of death of the Optionee and the expiry time of such Option.

Non-Assignability: Neither the Options granted under the Stock Option Plan nor the benefits and rights of any Optionee under any Option shall be assignable or transferable except as specifically provided in the event of the death of the Optionee.

Amendments and Termination of the Stock Option Plan: The Board may, subject to the approval of the TSX, terminate, suspend or discontinue the Stock Option Plan at any time and may make the following amendments or revisions to the terms of the Stock Option Plan or an Option without the approval of the Shareholders: (a) amendments of a "housekeeping" nature; (b) a change to the vesting provisions of an Option or the Stock Option Plan; (c) a change to the termination provisions of an Option or the Stock Option Plan that does not entail an extension beyond maximum option period; (d) the addition of, and any subsequent amendment to, a cashless exercise feature, payable in cash or securities; (e) a modification of the requirements as to eligibility for participation in the Stock Option Plan; and (f) the addition of, and any subsequent amendment to, a financial assistance provision.

The approval of the Board and the requisite approval from the TSX and the Shareholders shall be required for any of the following amendments to be made to the Stock Option Plan:

- (a) any amendment to increase the number of Common Shares issuable under the Stock Option Plan, including an change in the fixed maximum percentage of Common Shares;
- (b) a reduction in the exercise price of an Option prior to its expiry benefitting an insider of the Corporation;
- (c) an increase in the maximum number of Common Shares that may be issued to insiders within any one year period or that are issuable to insiders at any time;
- (d) an extension of the term of an Option held by or benefitting an insider beyond the original expiry date (except, for greater certainty, in cases of blackout period in conformity with the terms of the Stock Option Plan);
- (e) any amendment to remove or exceed the insider participation limit as provided in the Stock Option Plan;
- (f) any amendment to an amending provision within the Stock Option Plan; and
- (g) any amendments that may lead to a significant or unreasonable dilution in the outstanding Common Shares or may provide additional benefits to participants, especially insiders, at the expense of the Corporation and its Shareholders.

In April 2011, the Board approved an administrative amendment to the Stock Option Plan to include provisions relating to tax withholding and remittance obligations of the Corporation on the exercise of Options by Stock Option Plan participants, in accordance with changes to payroll remittance requirements under the *Income Tax Act*

(Canada). In accordance with the terms of the Stock Option Plan and the policies of the TSX, the addition of withholding tax provisions to the Stock Option Plan did not require shareholder approval. During 2012, the Board approved an amendment to the Stock Option Plan to remove the Plan's expiration date, which was subsequently approved by the TSX and the Shareholders.

Deferred Share Unit Plan

In 2013, the Board adopted the DSU Plan to advance the interests of the Corporation by attracting and retaining highly competent persons as directors, officers and employees, to allow such persons to participate in the long-term success of the Corporation and to promote a greater alignment of interests between the participants designated under the DSU Plan and the Shareholders of the Corporation. The Board subsequently adopted an amendment to the DSU Plan on March 25, 2014 to allow the Corporation to settle its obligations under the DSU Plan through the treasury issue of Common Shares. The DSU Plan was approved by Shareholders on April 29, 2014 and is available on the Corporation's website at www.excellonresources.com. For a description of the DSU Plan, see "*Statement of Executive Compensation – Long-Term Incentives – Deferred Share Units*".

As at March 26, 2018, 2,340,372 DSUs had been granted representing 2.5% of the issued and outstanding Common Shares. The DSU Plan provides for DSU issuances of up to 10% of the issued and outstanding Common Shares, net of any outstanding Options or RSUs. As at March 26, 2018, assuming no further Option or RSU issuances, the Corporation could issue up to another 2,698,891 DSUs (or 2.8% of the issued and outstanding Common Shares) under the terms of the DSU Plan.

Restricted Share Unit Plan

The Board adopted the RSU Plan to assist the Corporation in attracting and retaining individuals with experience and exceptional skill, to allow selected executives, key employees, consultants and directors of the Corporation to participate in the long-term success of the Corporation and to promote a greater alignment of interests between the participants designated under the RSU Plan and the Shareholders of the Corporation. The Board adopted an amendment to the RSU Plan on March 25, 2014 to permit RSUs to be settled through the issuance of Common Shares from treasury, subject to the approval of the Shareholders and the TSX. The RSU Plan was approved by Shareholders on April 29, 2014 and is available on the Corporation's website at www.excellonresources.com. For a description of the RSU Plan, see "*Statement of Executive Compensation – Long-Term Incentives – Restricted Share Units*".

As at March 26, 2018, 2,708,819 RSUs had been granted representing 2.9% of the issued and outstanding Common Shares. The RSU Plan provides for RSU issuances of up to 10% of the issued and outstanding Common Shares, net of any outstanding Options or DSUs. As at March 26, 2018, assuming no further Option or DSU issuances, the Corporation could issue up to another 2,698,891 RSUs (or 2.8% of the issued and outstanding Common Shares) under the terms of the RSU Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the year ended December 31, 2017 (being the Corporation's last completed financial year), was any director, executive officer, employee, proposed management nominee for election as a director of the Corporation or any associate of any such director, executive officer, or proposed management nominee of the Corporation or any former director, executive officer or employee of the Corporation or any of its subsidiaries, indebted to the Corporation or any of its subsidiaries or indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, other than for routine indebtedness

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*), proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director of the Corporation has, since January 1, 2017 (being the commencement of the Corporation's last completed financial

year), had any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Corporation or any of its subsidiaries.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices that are both in the interest of its Shareholders and contribute to effective and efficient decision making.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and NP 58-201 establish corporate governance practices, guidelines and disclosure procedures that apply to all public companies. NI 58-101 requires issuers, such as the Corporation, to provide disclosure with respect to their corporate governance practices in accordance with Form 58-101F1, specific details of which are set out in “2. *Election of Directors*”, as generally supplemented below.

Board of Directors

NP 58-201 states that the Board of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”), which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Corporation. “Material relationship” is defined as a relationship that could, in the view of the Corporation’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. Of the proposed directors, all except Brendan Cahill, who currently serves as the Corporation’s President and CEO, are considered by the Board to be “independent” within the meaning of applicable securities legislation. In making the foregoing determinations with respect to the independence of each of the Corporation’s individual directors, the circumstances of each director have been examined in relation to a number of factors, including a review of the resumés of the directors and the corporate relationships and other directorships held by each of them and their prior involvement (if any) with management of the Corporation.

Meetings of Independent Directors

Each meeting of the Board includes an *in camera* meeting in the absence of management. Independent directors are also free to meet separately at any time or to require management to withdraw during certain discussions. Additionally, the Audit Committee, Nominating and Corporate Governance Committee, Compensation Committee and Corporate Responsibility & Technical Committee are each composed entirely of independent directors and may meet as often as deemed necessary.

Board and Committee Meetings

The Board generally meets a minimum of four times per year, at least every quarter. The independent directors regularly meet in-camera, without management present, during each Board and Committee meeting. The Audit Committee meets at least four times per year. The Nominating and Corporate Governance Committee, Compensation Committee and the Corporate Responsibility & Technical Committee meet as deemed necessary. The frequency of the meetings and the nature of the meeting agendas are dependent upon the nature of the business and affairs that the Corporation faces from time to time. During the year ended December 31, 2017, the Board held seven meetings, the Audit Committee held four meetings, the Corporate Responsibility & Technical Committee held five meetings, the Special Opportunities Committee held four meetings and the Compensation Committee held one meeting. The NCGC did not hold a formal meeting during the year as a scheduled meeting did not have quorum, but the matters were addressed subsequently before the Board.

Board Mandate

The Board has adopted a Charter of the Board of Directors (the “**Charter**”), the full text of which is included as Schedule “A” to this Circular. A copy of the Charter is also available on the Corporation’s website at

Position Descriptions

The Board believes that its proposed composition, in which only one of eight members is currently a member of management, is sufficient to ensure that the Board can function independently of management and does not consider it necessary to have any formal structures or procedures in place to ensure that it functions independent of management. The Board Charter sets out the role and responsibilities of the Chairman. A written description of the role and duties of the President and Chief Executive Officer is set out in his employment agreement with the Corporation. The Board has adopted written position descriptions for the chairs of the Board Committees.

Orientation and Continuing Education

All new directors are provided with comprehensive information about Excellon and its subsidiaries. Directors have the opportunity to meet with senior management to obtain insight into the operations of Excellon and its subsidiaries. New directors are briefed on the Corporation's current property holdings, ongoing exploration programs and mining operations, overall strategic plans, short, medium and long term corporate objectives, financial status, general business risks and mitigation strategies, and existing company policies. Senior management also makes regular presentations to the Board at its meetings and all directors are encouraged to communicate directly with management and other staff. Directors are invited to tour the Corporation's Platosa and Miguel Auza facilities in Mexico and to meet with the on-site management team to familiarize themselves with the Corporation's operations. This informal process is considered to be appropriate given the Corporation's size, current level of operations, and the ongoing interaction amongst the directors.

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies, particularly in the natural resource sector and involving non-Canadian mineral properties. It is the Corporation's view that all current members of the Board are well versed and educated in the factors critical to the success of Excellon. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Corporation's records. Reference is made to the table under the heading "Election of Directors" for a description of the current principal occupations of the members of the Board.

Ethical Business Conduct

The Board expects management to operate the business of the Corporation in a manner that enhances Shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Corporation's business plan and to meet performance goals and objectives. To this end, in October 2006 (subsequently amended and restated on August 14, 2013) the Board adopted a "Code of Business Conduct and Ethics" (the "**Code**") for its directors, officers and employees and, in appropriate cases, consultants. Interested Shareholders may obtain a copy by written request to the Corporation or by visiting the Corporation's website at www.excellonresources.com. Pursuant to the Code, the Corporation has appointed its Chief Financial Officer to serve as the Corporation's Ethics Officer to ensure adherence to the Code, reporting directly to the Board. A review of the Code is included in the orientation of new employees. To ensure familiarity with the Code, directors, officers and employees are asked to read the Code.

In addition to the provisions of the Code, directors and senior officers are bound by the provisions of the Corporation's articles and the OBCA, which sets forth resolutions for any conflicts of interest. In particular, any director who has a material interest in a particular transaction is required to disclose such interest and to refrain from voting with respect to the approval of any such transaction.

Since adoption of the Code, there have not been any material change reports filed that pertain to any conduct of a director or executive officer that constitutes a departure from the Code.

Whistleblower Policy

In November 2011 the Board adopted a Whistleblower Policy, which establishes procedures that allow employees of the Corporation to confidentially and anonymously submit their concerns to members of the Audit Committee of the Board regarding questionable accounting, internal accounting controls, auditing matters or items which breach the Code, without fear of retaliation. Directors, officers and employees are required to report any known violations of the Code to the Chair of the Audit Committee. The Committee is responsible for investigating and resolving all reported complaints made pursuant to this policy, and may retain independent legal counsel, accountants or other advisers to assist it in its investigations. The Chairman of the Compensation Committee will acknowledge receipt of any reported alleged irregularity with the sender (other than anonymous submissions) within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. A copy of the policy is available on the Corporation's website at www.excellonresources.com.

Share Trading Policy

In October 2006, the Board also adopted a Share Trading Policy which prescribes rules with respect to trading in securities of the Corporation where there is any undisclosed material information or a pending material development. Strict compliance with the provisions of this policy is required, with a view to enhancing investor confidence in the Corporation's securities and contributing to ethical business conduct by the Corporation's personnel. A copy of the policy is available on the Corporation's website at www.excellonresources.com.

Disclosure, Insider Trading and Confidentiality Policy

The Board adopted a written disclosure policy in October 2008 (subsequently amended and restated on April 29, 2014). The purpose of the disclosure policy is to ensure that all required disclosures are made on a timely and broadly disseminated basis and are factual and accurate. The disclosure policy documents these requirements, which are intended to ensure compliance with the rules and regulations applicable to public companies and should be read in conjunction with the Share Trading Policy. The Disclosure Committee (comprised of the members of management) is responsible for overseeing and monitoring disclosure processes and practices within the Corporation. The Chief Executive Officer is responsible for ensuring the proper, coordinated disclosure of material information by the Corporation on a timely basis. A copy of the policy is available on the Corporation's website at www.excellonresources.com.

Board Diversity and Renewal Policy

The Board adopted a written Diversity and Board Renewal Policy on March 24, 2015 in recognition of the key role of diversity and new perspectives to the ongoing prospects of the Corporation. As such, the Nominating and Corporate Governance Committee weighs various factors in nominating new members to the Board, including age, gender, ethnicity and geographic residence, along with other key considerations relevant to an individual's skill and ability to provide valuable oversight of the Corporation's affairs.

The Board seeks to balance the depth of experience and institutional knowledge of current members with the need for renewal and new perspectives that may be brought by new nominees. The Board's renewal policy does not impose an arbitrary retirement age, but sets a guideline that independent directors may serve up to a maximum of 15 years, assuming they are re-elected annually and meet applicable legal requirements. The Board has seen significant renewal in recent years, with four new board members added since December 2016.

The Corporation has not adopted a target regarding the representation of women on the Board and in executive officer positions as the Board considers highly-qualified candidates and considers diversity to include any dimension that can be used to differentiate groups and people from one another, including the respect for and appreciation of differences in gender, age, ethnic origin, religion, education, sexual orientation, political belief and disability. Gender diversity is only one element of the diversity criteria that the Board considers important.

The Corporation has not adopted a specific policy with respect to the representation of women in the director identification and selection process as, in light of current equity and commodity markets, current market capitalization, competition in the industry for qualified executives and directors and the currently small number of executive officers, non-executive employees in Canada and independent directors, gender targets for executive or board positions are not appropriate at this time. The Corporation currently has one woman (12.5%) on the Board of seven directors and one woman executive (14%) among its seven executive officers (Vice President and higher).

The Board annually reviews the diversity policy to assess the Corporation's progress on diversity at the Board level and in executive officer positions. This review will enable the Board to assess the effectiveness of the diversity policy on an ongoing basis, with progress to be reported in the annual information circular.

Committees of the Board

Audit Committee

The purpose of the Corporation's Audit Committee is to provide assistance to the Board in fulfilling its responsibilities with respect to matters involving the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Corporation's process for monitoring compliance with laws and regulations and the Code. A description of the Audit Committee's responsibilities, the education and experience of its members, and a copy of the Corporation's Audit Committee Charter is contained in the Corporation's Annual Information Form for the fiscal year ended December 31, 2017, a copy of which is available on the Corporation's profile on SEDAR at www.sedar.com, and is also available on the Corporation's website at www.excellonresources.com.

Based on information provided by each director, the Board has determined that all members of the Audit Committee are "financially literate" as that term is defined in NI 52-110.

Nominating & Corporate Governance Committee

The role of the NCGC is to (1) develop and monitor the effectiveness of the Corporation's system of corporate governance; (2) establish procedures for the identification of new nominees to the Board and lead the candidate selection process; (3) develop and implement orientation procedures for new directors; (4) assess the effectiveness of directors, the Board and the various committees of the Board; (5) ensure appropriate corporate governance and the proper delineation of the roles, duties and responsibilities of management, the Board and its committees; (6) assist the Board in setting the objectives of the Chief Executive Officer and evaluating the performance of the Chief Executive Officer; and (7) review and provide recommendations in connection with resignations pursuant to the Corporation's Majority Voting Policy.

The NCGC is responsible for reviewing proposals for new nominees to the Board and conducting such background reviews, assessments, interviews and other procedures as it believes necessary to ascertain the suitability of a particular nominee. The selection of potential nominees for review by the NCGC is generally the result of recruitment efforts by the individual Board members, including both formal and informal discussions among Board members and with the Chief Executive Officer, and are usually based upon the desire to have a specific set of skills or expertise included on the Board. The appointment of new directors (either to fill vacancies or to add additional directors as permitted by applicable corporate legislation) or the nomination for election as a director of a person not currently a director by the Shareholders at an annual general meeting is carried out by the Board, based on the recommendation of the NCGC. Prior to proceeding with the nomination for appointment or election as a director, potential nominees are advised of the expectations for the commitment of time and resources necessary to serve as an effective director of the Corporation.

The NCGC is also responsible for overseeing a periodic evaluation process to ensure that each member of the Board, the committees, the Chairman and the other directors are assessed in light of their relevant terms of reference. Directors complete a number of evaluation questions with respect to performance of the Chief Executive Officer, the effectiveness of Board as a whole, the individual committees of the Board and individual directors, and include a self-assessment of performance. The assessments are done by way of a confidential questionnaire distributed by

the Corporate Secretary. Responses are returned to the Corporate Secretary with the results tallied on an anonymous basis. Cumulative results of the evaluation are analyzed by the committee and presented to the Board, which considers the results and any recommendation of actions needed to be undertaken to the Board's processes, composition or committee structure.

The Board has reviewed the overall expertise and skills of the Board as a whole, and does not consider it necessary, at this time, to add any additional directors, as it has not identified any particular skill set or expertise that it believes is lacking from the Board (as a whole). Additionally, the Board has seen significant renewal in recent years, with four new members added since December 2016 and the retirement of four other directors since mid-2015.

The NCGC has a written charter, which was adopted on October 25, 2006 (subsequently amended and restated on August 14, 2013).

Compensation Committee

The Compensation Committee's guiding philosophy is to establish executive compensation based on corporate and individual performance.

The Compensation Committee has a written charter, which was adopted on October 25, 2006 (subsequently amended and restated on August 14, 2013). The overall purpose of the Compensation Committee is to implement and oversee human resources and compensation policies and best practices for recommendation to the Board for approval and implementation. The responsibilities of the Compensation Committee generally include: (1) recommending human resources and compensation policies to the Board for approval and thereafter implementing such policies; (2) ensuring the Corporation has programs in place to attract and develop management of the highest calibre and a process to provide for the orderly succession of management; (3) assessing and reporting to the Board on the performance of the Chief Executive Officer; (4) reviewing the compensation of the Chief Executive Officer and other officers and members of the Board and making recommendations in respect thereof to the Board; (5) administering the Stock Option Plan, DSU Plan and RSU Plan; (6) reviewing and approving any proposed amendments to the Corporation's Stock Option Plan, DSU Plan, and RSU Plan; and (7) making recommendations to the Board concerning Option, DSU and RSU grants.

Other Board Committees

Corporate Responsibility and Technical Committee

The Corporate Responsibility & Technical Committee is established to assist in the Board's oversight of the Corporation's risks, opportunities, responsibilities, commitments, activities and performance relating to health, safety, environmental affairs, community relations, community development, human rights, government relations and technical operational matters (collectively, "**CR**"). Specifically, the Board has delegated responsibility and accountability to the Committee for oversight of the Corporation's (i) CR strategy, objectives, performance and reputation management to ensure that privilege to operate is built, maintained and enhanced; (ii) management of CR risks; (iii) compliance with applicable current and future legal requirements associated with CR matters; (iv) development and implementation of policies, management systems and processes to ensure that the Corporation's goals, strategies, objectives, commitments and performance relating to CR matters are achieved; and (v) public reporting of CR matters and performance.

CR encompasses all of those activities through which the Corporation seeks to build its reputation as a responsible corporate citizen, promote the Excellon brand and drive business value by addressing evolving societal interests in its day-to-day activities, decision-making and business planning, and through improved operational performance.

The Committee has a written charter, which was adopted on July 28, 2017.

Special Opportunities Committee

The Special Opportunities Committee was established by the Board to assist in fulfilling the Board's responsibilities with regard to the review, consideration and approval of certain business opportunities presented by management of the Corporation for consideration and approval by the Board, including strategic opportunities such as acquisition, sale, business combination and take-over bid transactions.

The Committee has a written mandate, which was adopted on May 3, 2017.

ADDITIONAL INFORMATION

Additional information regarding the Corporation and its business activities is available under the Corporation's profile on the SEDAR website located at www.sedar.com. The Corporation's financial information is provided in the Corporation's audited consolidated financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on the Corporation's profile on the SEDAR website at www.sedar.com and on the Corporation's website at www.excellonresources.com. Copies of the Corporation's annual information form, consolidated financial statements and related management discussion and analysis are available upon request, free of charge to Shareholders of the Corporation, by contacting the Chief Financial Officer, at the Corporation's principal office located at 20 Victoria Street, Suite 900, Toronto, Ontario, Canada M5C 2N8.

SCHEDULE "A"

CHARTER OF THE BOARD OF DIRECTORS

The Board of Directors (the "**Board**") of Excellon Resources Inc. (the "**Company**") is responsible for the stewardship of the Company, oversight of the management of the business and affairs of the Company, acting in the best interest of the Company, and performing such duties and approving certain matters as may be required by applicable legislation and regulations.

The Board will conduct the procedures and manage the duties and responsibilities set out below, either directly or through committees of the Board. The Board has established the following standing committees to assist the Board in discharging its responsibilities: the Audit Committee, the Nominating & Corporate Governance Committee, the Compensation Committee, the Corporate Responsibility & Technical Committee and the Special Opportunities Committee. Special committees will be established from time to time to assist the Board in connection with specific matters. The Board discharges its responsibility by delegating the day to day management of the Company to senior officers. The Board relies on senior officers to keep it apprised of all significant developments affecting the Company and its operations through its Executive Chairman.

DUTIES AND RESPONSIBILITIES

The Board's duties and responsibilities shall include:

- To the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer and other executive officers of the Company, and that the Chief Executive Officer and other executive officers create a culture of integrity throughout the Company;
- The adoption of a strategic planning process and approval, on an annual basis, of a strategic plan for the Company developed and proposed by management which takes into account, among other things, the opportunities and risks of the business;
- The identification of principal risks of the Company's business and implementation of appropriate systems to manage such risks;
- Ensuring that appropriate succession planning for executive officers of the Company and members of the Board is in place including appointing and monitoring senior management;
- The adoption of a communication/disclosure policy for the Company to address the accuracy and timing of disclosure of material information;
- Insuring the integrity of the Company's internal control and management information system;
- Review of the Company's corporate governance, including the development of corporate policies, principles and guidelines that are specifically applicable to the Company;
- The adoption of a written code of business conduct and ethics applicable to directors, officers and employees of the Company designed to promote integrity, to deter wrongdoing, and monitoring compliance with the Company's code.

Responsibilities of the Chair of the Board include but are not limited to:

- Providing leadership to the Board with respect to its functions as described in this Charter;

- Chairing meetings of the Board, including in camera sessions, unless not present;
- Ensuring that the Board meets on a regular basis and at least quarterly;
- Establishing a calendar for holding meetings of the Board;
- In conjunction with the CEO, establishing the agenda for each meeting of the Board, with input from other Board members and any other parties as applicable;
- Ensuring that Board materials are available to any director on request;
- Fostering ethical and responsible decision making by the Board and its individual members;
- Ensuring that resources and expertise are available to the Board so that it may conduct its work effectively and efficiently;
- Facilitating effective communication between members of the Board and management; and
- Attending each meeting of shareholders to respond to any questions from shareholders as may be put to the Chair.

COMPOSITION OF THE BOARD

The directors of the Company shall be elected at each annual meeting of the shareholders of the Company and shall serve until the next annual meeting of shareholders or until their successors are elected.

A majority of the Board shall be “independent” within the meaning of applicable securities laws, rules, policies, regulations, guidelines and instruments and by any stock exchanges on which the Company’s securities are listed. If the Chairman of the Board is not an independent director, an independent director may be appointed to act as lead director (the “**Lead Director**”), to act whenever leadership of a meeting, discussions among directors, or vote by independent directors should not have the leadership or presence of a non-independent Chairman. The Lead Director will act as the effective leader of the Board and ensure that the Board’s agenda will enable it to successfully carry out its duties.

There shall be a reasonable number of directors who are financially literate. Financial literacy being the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Nominees for membership on the Board will be recommended to the Board by the Nominating and Corporate Governance Committee. The Board will recommend the nominees to the shareholders for election at the annual meeting. In selecting nominees as new directors, the Nominating and Corporate Governance Committee shall consider the competencies and skills the Board as a whole should possess, the competencies and skills of existing directors and of proposed nominees, and the needs of the Company.

The Board shall conduct annual assessments to evaluate the effectiveness of the Board, its Committees, and the contributions of individual directors.

The Board shall annually review and assess the adequacy of its mandate and shall consider such amendments to this mandate as the Nominating and Corporate Governance Committee shall recommend, and make such amendments to this mandate as it considers necessary and appropriate.

Directors are entitled to receive reasonable directors' fees and other compensation for their services as directors and committee members, as may be determined from time to time by the Board with input from the Compensation Committee, as well as reimbursement of expenses incurred on Company business or in attending Board or committee meetings.

Directors may serve on the boards of other public companies so long as these commitments do not materially interfere and are compatible with their ability to fulfill their duties as a member of the Board. Directors must advise the Company in advance of accepting an invitation to serve on the board of another public company.

MEETINGS AND AGENDA

The Board shall meet as many times per year as it deems necessary or appropriate to carry out its responsibilities effectively, but in no event shall the Board meet less than four times per year. Meetings of the Board shall be conducted in accordance with the Company's articles or by-laws. Prior to the end of each year, the Chief Executive Officer will propose a schedule of Board meetings for the following calendar year for attendance by the Board.

The Chairman or Lead Director, if any, and the Chief Executive Officer shall develop the agenda for each regularly scheduled Board meeting. Any director may propose the inclusion of items on the agenda, and may raise at any meeting other matters that they consider worthy of discussion. Materials for discussion will be distributed sufficiently in advance of the meeting to provide the directors with a reasonable opportunity for review.

Directors should make all reasonable efforts to attend meetings of the Board and of all Board committees upon which they serve, to review the materials that are distributed in advance to prepare for those meetings, and be prepared to discuss such materials and actively participate in the meetings.

The Board may invite any of the Company's officers, employees, advisors or consultants or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

Directors shall have unrestricted access to management and employees of the Company. The Board shall have the authority to retain external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective reasonable compensation of these advisors without consulting or obtaining the approval of any officer of the Company. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.

The independent members of the Board will hold regularly scheduled meetings at which non-independent directors and members of management of the Company are not in attendance.

COMMITTEES OF THE BOARD

The Audit Committee, Compensation Committee, Nomination and Corporate Governance Committee, Corporate Responsibility & Technical Committee and Special Opportunities Committee shall be fully independent. The Board shall adopt mandates for each Committee of the Board. At least annually, each mandate shall be reviewed by the Nominating and Corporate Governance Committee and any suggested amendments shall be brought to the Board for consideration and approval. The Board has delegated to the applicable committee those duties and responsibilities set out in each Board committee's mandate. As required by applicable law, by applicable committee mandate, or as the Board may consider advisable, the Board shall consider for approval the specific matters delegated for review to Board committees.

With the assistance of the Audit Committee, the Board shall, among other things:

- review and approve the Company's interim and annual financial statements, managements' discussion and analysis, and associated news releases;

- review the audit report prepared by the Company's external auditor and any other matters related to the financial statements that are brought forward by the external auditors;
- review the factors identified by management as factors that may affect future financial results;
- identify and assess risks that could have a material impact on the Company's business and ensure the implementation of proper systems to monitor and manage such risks and identify material changes to the Company's risk profile; and
- review and approve the Company's financial objectives, plans and actions, including significant capital allocations and expenditures.

With the assistance of the Nominating and Corporate Governance Committee, the Board shall, among other things:

- develop the Company's approach to corporate governance, review corporate governance issues, and review and approve the disclosure of corporate governance practices;
- maintain a succession plan for the Company and ensure that the Board and management have the appropriate skills and experience required to succeed in their positions;
- review the effectiveness, size and composition of the Board, taking into consideration the strategic direction of the Company and the current strengths, competence, skills and experience of Board members and directors whose term of office is expiring;
- ensure that new directors receive orientation to understand fully the nature and operation of the Company's business, the role of the Board and its committees, as well as the contribution individuals directors are expected to make;
- provide opportunities for all directors so that individuals may maintain or enhance their skills and abilities and directors, as well as advance their knowledge and understanding of the Company's current business; and, if required, develop position descriptions for the Chairman and, if applicable, the Lead Director, the Chair of each Board committee, and the Chief Executive Officer.

With the assistance of the Compensation Committee, the Board shall, among other things:

- review and approve the corporate goals and objectives of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of those corporate goals and objectives, and determine the Chief Executive Officer's compensation level based on this evaluation;
- periodically review the Company's management structure and the Chief Executive Officer's proposals for changes to that structure including any recommendations of officer appointments or terminations;
- review and approve the annual compensation of all other executive officers of the Company, as recommended by the Chief Executive Officer, based on the achievement of individual and corporate goals and objectives developed for the performance of the Company and management;
- review and approve the compensation of the directors and committee members;
- ensure that remuneration packages for all executive officers and directors have the overriding purpose of motivating and retaining qualified individuals; reflect the requirements of the marketplace to attract and retain the skills and abilities required; enhance long-term shareholder value, and involve a balance between fixed and incentive compensation that properly reflects individual performance relative to the short and long-term performance objectives appropriate to the Company's circumstances and goals;
- review and administer the Company's equity compensation plans to ensure that such plans are reasonable and provide appropriate incentives to directors, officers, employees and consultants;

- review and approve any recommended stock option grants and/or share issuances under the Company's equity-based compensation plans to directors, officers, employees and consultants of the Company and its subsidiaries, as appropriate;
- encourage Board members to own an appropriate number of Company shares; and
- review and approve the disclosure of executive compensation prior to release of any data.

With the assistance of the Corporate Responsibility & Technical Committee, the Board shall, among other things, provide oversight over:

- corporate responsibility ("CR") strategy, objectives, performance and reputation management to ensure that privilege to operate is built, maintained and enhanced;
- management of CR risks;
- compliance with applicable current and future legal and regulatory requirements associated with CR matters; and
- development and implementation of policies, management systems and processes to ensure that the Corporation's goals, strategies, objectives, commitments and performance relating to CR matters are achieved.

With the assistance of the Special Opportunities Committee, the Board shall, among other things, provide oversight over the review, consideration and approval of certain business opportunities presented by management of the Corporation for consideration and approval by the Board, including strategic opportunities such as acquisition, sale, business combination and take-over bid transactions.

Board/Committee Communication

To facilitate communication between the Board and each Board committee, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting following the committee's meeting. Minutes of committee meetings are made available to all directors and are filed with the Corporate Secretary.

GENERAL

Directors are expected to comply with all of the Company's governance policies, procedures and guidelines, including but not limited to, the Code of Business Conduct and Ethics, Board and Board Committee charters and mandates and corporate policies, including the Disclosure Policy and the Share Trading Policy among others, and are expected to sign a certificate of compliance annually confirming their continued understanding and compliance with such policies, procedures and guidelines.

The Board, in conjunction with the Chief Executive Officer, shall review measures for receiving information from the Company's shareholders. The Board shall, on a periodic basis and with the assistance of the officers involved in investor relations, monitor and review information provided by the Company's shareholders.

At least annually, the Board shall review and assess the adequacy of its mandate to ensure compliance with any rules of regulations of any regulatory body and approve any modifications to its mandate as are considered advisable.

Amended and restated by the Board of Directors on March 21, 2018

SCHEDULE "B"

EXCELLON RESOURCES INC. INCENTIVE STOCK OPTION PLAN March 21, 2018

ARTICLE 1 PURPOSE

1.1 Purpose

The purpose of the Plan is to assist the Corporation and its Related Entities in attracting and retaining individuals with experience and exceptional skill, to allow selected executives, key employees, consultants and directors of the Corporation or a Related Entity to participate in the long term success of the Corporation and to promote a greater alignment of interests between the participants designated under this Plan and the shareholders of the Corporation.

ARTICLE 2 DEFINITIONS

2.1 Definitions

For purposes of the Plan, the terms contained in this Article 2 shall have the following meanings.

- (a) **"Board"** means the board of directors of the Corporation, as constituted from time to time.
- (b) **"business day"** means a day, other than Saturday, Sunday or a day on which the principal commercial banking institutions in Toronto, Ontario are, or the Exchange is, closed.
- (c) **"Change in Control"** means:
 - (i) an acquisition of securities of the Corporation (including securities convertible into Shares and/or other securities of the Corporation ("**Convertible Securities**")) as a result of which a person or group other than one or more present control persons (as defined in the *Securities Act* (Ontario)) in respect of the Corporation (an "**Acquiror**") owns beneficially Shares or other securities of the Corporation and/or Convertible Securities such that, assuming the conversion of Convertible Securities owned beneficially by the Acquiror but not by any other holder of Convertible Securities, the Acquiror would own beneficially (A) not less than 50% of the Shares or (B) shares which would entitle the holders thereof to cast not less than 50% of the votes attaching to all shares in the capital of the Corporation which may be cast to elect directors of the Corporation;
 - (ii) an amalgamation, merger or other business combination of the Corporation with or into any one or more other corporations, other than: (A) an amalgamation, merger or other business combination of the Corporation with or into a Related Entity; or (B) an amalgamation, merger or other business combination of the Corporation unanimously recommended by the Board provided that the former holders of Shares receive, in the aggregate and in their capacities as such, shares of the amalgamated, merged or resulting entity having attached thereto not less than 50% of the votes attached to all shares of such amalgamated, merged or resulting entity;
 - (iii) the election at a meeting of the Corporation's shareholders of that number of persons which would represent a majority of the Board as Directors, who are not included in the slate for election as Directors proposed to the Corporation's shareholders by

- management of the Corporation or a transaction or series of transactions as a result of which a majority of the Directors are removed from office at any annual or special meeting of shareholders, or a majority of the Directors resign from office over a period of 60 days or less, and the vacancies created thereby are filled by nominees proposed by any person other than Directors or management of the Corporation in place immediately prior to the removal or resignation of the Directors;
- (iv) the completion of any transaction or the first of a series of transactions which would have the same or similar effect as any transaction or series of transactions referred to in subsections (i), (ii) or (iii) referred to above; or
 - (v) a determination by the Board that there has been a change, whether by way of a change in the holding of the Shares, in the ownership of the Corporation's assets or by any other means, as a result of which any person or group of persons acting jointly or in concert is in a position to exercise effective control of the Corporation.
- (d) **"Committee"** means the Compensation Committee of the Board or such other committee of the Board comprised of members of the Board as the Board shall from time to time appoint to administer the Plan.
 - (e) **"Consultant"** means a consultant as such term is defined in National Instrument 45-106 *Prospectus Exemptions* and includes a service provider as such term is defined in clause 613(b) of the Exchange Company Manual.
 - (f) **"Corporation"** means Excellon Resources Inc. and includes any successor corporation thereof.
 - (g) **"Director"** means a director of the Corporation or of a Related Entity.
 - (h) **"Eligible Person"** means a Director, Officer, Employee, or Consultant who is designated by the Committee for participation in the Plan.
 - (i) **"Employee"** means an individual (other than a Director or Officer) who:
 - (i) works for the Corporation or a Related Entity on a continuing and regular basis for a minimum amount of time per week providing services specified by the Corporation or the Related Entity and is subject to the control and direction of the Corporation or the Related Entity regarding both the method of performing or executing the services and the result to be effected;
 - (ii) works full-time for the Corporation or a Related Entity providing services normally provided by an employee and who is subject to the same control and direction by the Corporation or the Related Entity over the details and method of work as an employee of the Corporation or the Related Entity, and for whom income tax deductions are made at source; or
 - (iii) works for the Corporation or a Related Entity on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Corporation or the Related Entity over the details and method of work as an employee of the Corporation or the Related Entity, but for whom income tax deductions are not made at source.

- (j) **“Exchange”** means the TSX or, if the Shares are not then listed and posted for trading on the TSX, such stock exchange in Canada on which such Shares are listed and posted for trading as may be selected for such purpose by the Board.
- “Insider”** shall have the meaning ascribed to such term in the TSX Company Manual.
- (k) **“Market Price”** as at any date in respect of the Shares means the closing volume-weighted average closing price of the Shares on the Exchange for the five trading days immediately preceding such date, but if such Shares did not trade on such trading days, the Market Price shall be average of the bid and ask prices in respect of such Shares at the close of trading on such trading day.
- (l) **“Officer”** means a chairman or vice-chairman of the Board, chief executive officer, chief operating officer, chief financial officer, president, vice president, secretary, assistant secretary, treasurer, assistant treasurer and a general manager of the Corporation or of a Related Entity and any person routinely performing corresponding functions with respect to the Corporation or a Related Entity.
- (m) **“Option Commitment”** means the notice of the grant of Options under the Plan delivered by the Corporation to an Eligible Person, such commitment to be in form and substance similar to the form of Option Commitment contained in Schedule A hereto.
- (n) **“Option Shares”** means the Shares that may be issued to a Participant on the exercise of Options issued under the Plan.
- (o) **“Participant”** means a Eligible Person to whom a grant of Options has been made in accordance with Article 5 hereof.
- (p) **“Permanent Disability”** means a mental or physical disability which has caused the substantial withdrawal of the Participant’s effective services to the Corporation or Related Entity, as the case may be, for six consecutive months or a cumulative period of twelve months over a period of thirty-six consecutive months, or such other permanent disability of a Participant and/or for such other period as determined by the Committee in its sole and absolute discretion.
- (q) **“Plan”** means this Incentive Stock Option Plan as the same may be amended from time to time.
- (r) **“Related Entity”** means, with regard to the Corporation, a person that controls or is controlled by the Corporation or that is controlled by the same person that controls the Corporation.
- (s) **“Retirement”** means withdrawal from the Participant’s occupation or office with the Corporation or a Related Entity with no intention to return to the workforce, provided that Retirement prior to the age of 60 shall be subject to the Board’s review and discretion.
- (t) **“security-based compensation arrangement”** shall have the meaning ascribed to such term in the TSX Company Manual
- (u) **“Shares”** means the common shares in the capital of the Corporation, or in the event of an adjustment contemplated by Section 4.4 hereof, such other shares or securities to which the Participant may be entitled on exercise of an Option.
- (v) **“TSX”** means the Toronto Stock Exchange.

2.2 Interpretations

Any reference to the outstanding Shares at any point in time shall be computed on a non-diluted basis.

**ARTICLE 3
ADMINISTRATION**

3.1 Committee

The Plan shall be administered by the Committee under the supervision of the Board. Notwithstanding the existence of any such Committee, the Board itself will retain independent and concurrent power to undertake any action hereunder delegated to the Committee, whether with respect to the Plan as a whole or with respect to individual Options granted or to be granted under the Plan.

In addition to the other powers granted to the Committee under the Plan and subject to the terms of the Plan, the Committee shall have full and complete authority to to grant Options, to determine the terms, limitations, restrictions and conditions respecting such Options and to settle, execute and deliver Option Commitments and bind Corporation accordingly, to interpret the Plan and to adopt such rules, regulations and guidelines for carrying out the Plan as it may deem necessary or proper and to reserve, allot, fix the price of and issue Option Shares pursuant to the grant and exercise of Options, all of which powers shall be exercised in the best interests of Corporation and in keeping with the objectives of the Plan.

The Committee may correct any defect or supply any omission or reconcile any inconsistency in the Plan or in any Option in the manner and to the extent the Committee deems necessary or desirable to carry it into effect. Any decision of the Committee in the interpretation and administration of the Plan shall lie within its absolute discretion and shall be final, conclusive and binding on all parties concerned.

3.2 Limitation of Liability

No member of the Committee or the Board shall be liable for any action or determination made in good faith pursuant to the Plan. To the full extent permitted by law, the Corporation shall indemnify and save harmless each person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person is or was a member of the Committee or is or was a member of the Board and, as such, is or was required or entitled to take action pursuant to the terms of the Plan.

**ARTICLE 4
SHARES RESERVED AND GRANT LIMITATIONS**

4.1 Shares Available under Plan

The maximum number of Shares made available for issuance from treasury under this Plan, subject to adjustments pursuant to Section 4.4 is 4,749,040 Shares (including Shares underlying outstanding Options). Any Option which has been cancelled or terminated prior to exercise in accordance with the terms of the Plan will again be available under the Plan.

4.2 General Limitation on Grants

The grant of Options under the Plan is subject to the number of the Shares: (i) issued to Insiders of Corporation, within any one (1) year period, and (ii) issuable to Insiders of Corporation, at any time, under the Plan, or when combined with all of Corporation's other security-based compensation arrangements, shall not exceed 10% of Corporation's total issued and outstanding Shares, respectively.

4.3 Limitation on Grants to Non-Executive Directors

The aggregate number of Options granted pursuant to this Plan to any one non-executive Director, if applicable, within any one-year period shall not exceed a maximum value of C\$100,000 worth of Options. The value of the Options shall be determined using a generally accepted valuation model.

The aggregate number of Shares reserved for issuance pursuant to this Plan to non-executive Directors as a group, if applicable, shall not exceed 1% of the number of issued and outstanding Shares of Corporation, as calculated without reference to the initial options granted under the Plan to a person who is not previously an insider of Corporation upon such person becoming or agreeing to become a Director, and without reference to options held by former Directors.

4.4 Adjustments

In the event that:

- (a) a dividend shall be declared upon the Shares payable in Shares of the Corporation;
- (b) the outstanding Shares shall be changed into or exchanged for a different number or kind of shares or other securities of the Corporation or of another corporation, whether through an arrangement, plan of arrangement, amalgamation or other similar statutory procedure, or a share recapitalization, subdivision or consolidation;
- (c) there shall be any change, other than those specified in subparagraphs (a) and (b) of this Section, in the number or kind of outstanding Shares or of any shares or other securities into which such Shares shall have been changed or for which they shall have been exchanged; or
- (d) there shall be a distribution of assets or shares to shareholders of the Corporation out of the ordinary course of business,

then, if the Committee shall in its sole discretion determine that such change equitably requires an adjustment to the exercise price of any outstanding Options as well as the number of Option Shares which may be issued upon exercise of the Options to reflect such changes, such adjustment shall be made by the Committee and shall be effective and binding for all purposes.

4.5 No Fractional Options

No adjustment provided for in this Section shall entitle a Participant to be allocated a fractional Option or receive a fractional Option Share or any payment in lieu thereof, and the total adjustment with respect to each Option shall be limited accordingly.

ARTICLE 5 TERMS AND CONDITIONS OF OPTIONS

5.1 Participation

The Committee may grant Options to Eligible Persons and, subject to the terms of the Plan, the Committee shall, in its sole discretion and from time to time, determine the Eligible Persons to whom it recommends that grants of Options be made. The granting of Options is entirely discretionary. Nothing in the Plan shall be deemed to give any person any right to participate in the Plan or to be granted an Option and the designation of any Eligible Person in any year or at any time shall not require the designation of such person to receive an Option in any other year or at any other time. The Committee shall consider such factors as it deems pertinent in selecting participants and in determining the amounts and terms of their respective Options.

5.2 Exercise Price

The exercise price per Share under an Option shall be determined by the Committee but, in any event, shall not be lower than the Market Price of the Shares on the date of grant of the Options.

5.3 Term of Options

The period within which Options may be exercised and the number of Options which may be exercised in any such period shall be determined by the Committee at the time of granting the Options provided, however, that all Options must be exercisable during a period not extending beyond five (5) years from the date of the Option grant.

5.4 Vesting

Options granted pursuant to the Plan shall vest and become exercisable by an Optionee at such time or times as may be determined by the Committee at the date of the Option grant and as indicated in the Option Commitment related thereto.

5.5 Option Commitments

All Options granted under the Plan will be evidenced by an Option Commitment showing the number of Option Shares, the term of the Option, a reference to vesting terms, if any, and the Exercise Price. Subject to specific variations approved by the Committee, all terms and conditions set out herein will be deemed to be incorporated into and form part of an Option Commitment made hereunder.

5.6 Exercise of Options

Subject to the provisions of the Plan and specifically Section 8.4, an Option may be exercised from time to time by delivery to the Corporation of a written notice of exercise specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full of the exercise price of the Shares to be purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable time following the receipt of such notice and payment.

5.7 Blackout Periods

The Corporation may from time to time impose trading blackouts during which some or all Directors, Officers, Employees, and Consultants may not trade in the securities of the Corporation. In the event that a trading blackout is imposed by management or the Board, in accordance with any insider trading policy or other policy that the Corporation may adopt from time to time, Participants subject to the blackouts are prohibited from buying, selling or otherwise trading in securities of the Corporation until such time as notice is formally given by the Corporation that trading may resume.

If the Expiry Date of any Option falls within such a blackout period, it shall be automatically extended to the date which is ten business days following the end of such blackout period.

5.8 Rights in the Event of a Change in Control

In the event of the occurrence of a Change in Control, and unless otherwise determined by the Committee, or otherwise addressed in the Participant's employment or service contract (which shall have controlling effect), with respect to each Option outstanding on the effective date of such Change in Control, all Options shall vest and become exercisable immediately prior to such Change in Control.

ARTICLE 6 TERMINATION OF OPTIONS

6.1 Rights in the Event of Death, Retirement or Termination of Employment or Service

Unless otherwise determined by the Committee:

Death

- (a) In the event of the death of a Participant while in the employment or service of the Corporation, the deceased Participant's estate shall be entitled to exercise any Option then outstanding, to the extent the Option was exercisable by the Participant at the time of death, at any time up to and including (but not after) the earlier of the date that is six (6) months following the date of death of the Participant and the expiry of the term of such Option.

Termination Without Cause, Retirement or Permanent Disability

- (b) In the event of termination without cause, Retirement or Permanent Disability of a Participant, the Participant shall be entitled to exercise any Option then outstanding, to the extent the Option was exercisable at the time of termination, Retirement or Permanent Disability of a Participant, at any time up to and including (but not after) the earlier of the date that is six (6) months following the date of termination of the Participant and the expiry of the term of such Option.

Voluntary Resignation

- (c) In the event a Participant's voluntary resignation (other than due to Retirement) and unless otherwise provided in an employment or other service contract between the Participant and the Corporation or a Related Entity, the Participant estate shall be entitled to exercise any Option then outstanding, to the extent the Option was exercisable at the time of resignation, at any time up to and including (but not after) the earlier of the date that is 90 days following the date of resignation of the Participant and the expiry of the term of such Option. Any such voluntary resignation shall not entitle a Participant to any compensation for loss of any benefit under the Plan.

Termination for Cause

- (d) In the event a Participant's termination of employment or service for cause, each Option held by the Participant then outstanding shall immediately terminate and be null and void. Any such termination of employment or service for cause shall not entitle a Participant to any compensation for loss of any benefit under the Plan.

For the purposes of the foregoing paragraphs, the date of termination shall be the last day upon which the Participant provides services to the Corporation or Related Entity, as the case may be, at its premises and not the last day of any notice period or upon which the Corporation or Related Entity pays wages or salaries in lieu of notice of termination, statutory, contractual or otherwise.

**ARTICLE 7
AMENDMENT AND TERMINATION**

7.1 Amendments to the Plan

The Board may from time to time in its sole discretion, and without shareholder approval, amend, modify and change the provisions of the Plan and any Option Commitment, in connection with (without limitation):

- (a) amendments of a housekeeping nature;
- (b) the addition or a change to any vesting provisions of an Option;

- (c) changes to the termination provisions of an Option or the Plan which do not entail an extension beyond the original expiry date;
- (d) the addition of a cashless exercise feature, payable in cash or securities, whether or not providing for a full deduction of the number of underlying Shares from the Plan reserves; and
- (e) amendments to reflect changes to applicable securities or tax laws.

However, other than as set out above, any amendment, modification or change to the provisions of this Plan which would:

- (a) increase the maximum number of Shares reserved for issuance under the Plan;
- (f) reduce the exercise price of an Option, cancel and reissue an Option or cancel an Option in order to issue an alternative entitlement;
- (g) amend the term of an Option to extend the term beyond its original expiry;
- (h) amend the limits imposed on non-executive Directors in Section 4.3 (other than by virtue of adjustments pursuant to Section 4.4 of this Plan);
- (i) materially increase the benefits to the holder of the Options who is an Insider to the material detriment of Corporation and its shareholders;
- (j) increase the number of Shares or maximum percentage of Shares which may be issued pursuant to this Plan (other than by virtue of adjustments pursuant to Section 24.4 of this Plan);
- (k) permit Options to be transferred other than for normal estate settlement purposes;
- (l) remove or exceed the Insider participation limits;
- (m) materially modify the eligibility requirements for participation in this Plan; or
- (n) modify the amending provisions of the Plan set forth in this Section 7.1;

shall only be effective on such amendment, modification or change being approved by the shareholders of Corporation. In addition, any such amendment, modification or change of any provision of this Plan shall be subject to the approval, if required, by the Exchange having jurisdiction over the securities of Corporation.

7.2 Termination

The Board reserves the right in its absolute discretion to terminate the Plan with respect to all Plan Shares in respect of Options which have not yet been granted hereunder. No Option may be granted under the Plan after the date of termination, but such termination shall not affect any Option that are outstanding pursuant to the Plan prior to such termination.

ARTICLE 8 MISCELLANEOUS PROVISIONS

8.1 No Right to Continued Employment or Service

Participation in the Plan by an Eligible Person is voluntary. No Director, Officer, Employee or Consultant shall have any claim or right to receive Options under the Plan. The grant and issuance of Options under the Plan (i) shall not be construed as giving a Participant any right to continue in the employment or service of the Corporation or a Related Entity or to be re-elected as a Director or to receive any additional Options, or (ii) affect the right of the

Corporation or a Related Entity to terminate the employment or service of any Participant. Unless the Committee determines otherwise, no notice of termination or payment in lieu thereof shall extend the period of employment or service for purposes of the Plan.

8.2 Non-Transferability

The rights or interests of a Participant under the Plan shall not be assignable or transferable, otherwise than by will or the laws governing the devolution of property in the event of death and such rights or interests shall not be encumbered.

8.3 Options Not Shares

Under no circumstances shall an Option be considered a Share, nor shall an Option entitle any Participant to the exercise of voting rights, the receipt of dividends or the exercise of any other rights attaching to ownership of a Share, until delivery of an Option Share on exercise of such Option in accordance with the terms of the Plan.

8.4 Income Tax Withholding Compliance

Prior to the delivery of any Option Shares his Plan, the Corporation shall have the power and the right to deduct or withhold, or to require a Participant to remit to the Corporation, an amount sufficient to satisfy any federal, provincial, local and foreign taxes, pension plan contributions, employment insurance premiums and any other required deductions (collectively referred to herein as “**withholding taxes**”) that the Corporation determines is required to be withheld to comply with applicable laws. The Corporation shall make any withholdings or deductions in respect of withholding taxes as required by law or the interpretation or administration thereof. The Corporation shall be entitled to make arrangements to sell a sufficient number of Option Shares to be issued pursuant to the Plan to fund the payment and remittance of withholding taxes that are required to be deducted or withheld and any associated costs (including brokerage fees). The Corporation shall also have the right to withhold the delivery of any Option Shares to a Participant hereunder unless and until such Participant pays to the Corporation a sum sufficient to indemnify the Corporation for any liability to withhold tax in respect of the amounts included in the income of such Participant as a result of the exercise of Options under the Plan, to the extent that such tax is not otherwise being withheld from payments to such Participant by the Corporation. The Participant may also make other arrangements acceptable to the Corporation to fund the required tax remittance.

8.5 Governing Law

The Plan, the issuance of Options, and the issue and delivery of Option Shares upon exercise of Option shall be, as applicable, governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

8.6 Non-Exclusivity

Nothing contained herein shall prevent the Corporation from adopting such other security-based compensation arrangements as it shall deem advisable.

Approved by the Board: March 21, 2018

SCHEDULE A

EXCELLON RESOURCES INC.
INCENTIVE STOCK OPTION PLAN
STOCK OPTION COMMITMENT

Notice is hereby given that effective the ___ day of _____ (the “**Effective Date**”), Excellon Resources Inc. (the “**Company**”) has granted to _____, an Option to acquire _____ Shares (“**Shares**”) exercisable up to 5:00 p.m. Toronto Time on the ___ day of _____ (the “**Expiry Date**”) at an exercise price of \$ _____ per share.

The shares may be acquired as follows:

The grant of the Option evidenced hereby is made subject to the terms and conditions of Corporation’s Incentive Stock Option Plan, the terms and conditions of which are hereby incorporated herein.

To exercise your Option, deliver a written notice specifying the number of Shares you wish to acquire, together with cash or a certified cheque payable to Corporation for the aggregate exercise price, to Corporation. A certificate for the Shares so acquired will be issued by the transfer agent as soon as practicable thereafter.

EXCELLON RESOURCES INC.

Authorized Signatory

