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*The securities offered under this document have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This document does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States. "United States" and "U.S. Person" have the meanings ascribed to them in Regulation S under the U.S. Securities Act.*

## OFFERING DOCUMENT UNDER THE LISTED ISSUER FINANCING EXEMPTION

August 26, 2025



EXCELLON RESOURCES INC.  
("Excellon" or the "Corporation")

### SUMMARY OF OFFERING

#### What are we offering?

<b>Offering:</b>	<p>The Corporation is offering up to 40,000,000 common shares in the capital of the Corporation (the "<b>Offered Shares</b>") at a price of \$0.20 per Offered Share (the "<b>Offering Price</b>") for aggregate gross proceeds of up to \$8,000,000 (the "<b>Offering</b>") pursuant to and in accordance with the listed issuer financing exemption under section 5A.2 of National Instrument 45-106 – <i>Prospectus Exemptions</i>, as amended by Coordinated Blanket Order 45-935 – <i>Exemptions from Certain Conditions of the Listed Issuer Financing Exemption</i>.</p> <p>The Offering is being conducted on a "best efforts" private placement basis pursuant to an agency agreement to be entered into among the Corporation, Red Cloud Securities Inc. ("<b>Red Cloud</b>"), as co-lead agent and joint bookrunner, Velocity Trade Capital Ltd. ("<b>Velocity</b>"), as co-lead agent and joint bookrunner, Haywood Securities Inc. ("<b>Haywood</b>"), ECM Capital Advisors Inc. ("<b>ECM</b>") and Beacon Securities Limited ("<b>Beacon</b>" and, together with Red Cloud, Velocity, Haywood and ECM, the "<b>Agents</b>").</p>
<b>Agents' Option:</b>	<p>The Corporation has also granted the Agents an option (the "<b>Agents' Option</b>"), exercisable in whole or in part at any time up to 48 hours prior to the Closing Date (as defined herein), at the sole discretion of Red Cloud, to sell up to an additional 5,000,000 Offered Shares at the Offering Price for up to an additional \$1,000,000 in gross proceeds on the same terms and conditions to cover over allotments, if any.</p>

	Unless the context otherwise requires, all references herein to "Offered Shares" shall include the Offered Shares issuable on exercise of all or a portion of the Agents' Option and all references herein to the "Offering" shall include the offering of Offered Shares pursuant to the exercise of the Agents' Option.
<b>Closing Date:</b>	The Offering is expected to close on or about September 9, 2025, or such other date as the Corporation and Red Cloud may agree (the " <b>Closing Date</b> ").
<b>Exchange:</b>	The common shares of the Corporation (the " <b>Common Shares</b> ") are listed on the TSX Venture Exchange (" <b>TSXV</b> ") under the symbol "EXN" and quoted on the Pink Limited Market under the symbol "EXNRF" and the Frankfurt Stock Exchange under the symbol "E4X2".
<b>Last Closing Price:</b>	The closing price of the Common Shares on the TSXV on August 25, 2025, being the most recent trading day before the date of this Offering Document, was \$0.225.

The Corporation is conducting a listed issuer financing under section 5A.2 of NI 45-106 – *Prospectus Exemptions*. In connection with the Offering, the Corporation represents the following is true:

- The Corporation has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The Corporation has filed all periodic and timely disclosure documents that it is required to have filed.
- The Corporation is relying on the exemptions in Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Order") and is qualified to distribute securities in reliance on the exemptions included in the Order.
- The total dollar amount of the Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing the Offering, will not exceed \$25,000,000.
- The Corporation will not close the Offering unless the Corporation reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.
- The Corporation will not allocate the available funds from the Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.

#### CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Offering Document contains "forward-looking information" or "forward-looking statements" within the meaning of applicable securities legislation (collectively, "**forward-looking statements**"). Forward-looking statements are included to provide information about management's current expectations and plans that allows investors and others to get a better understanding of the Corporation's operating environment, business operations and financial performance and condition.

Forward-looking statements in this Offering Document include, but are not limited to, statements regarding the structure and terms of the Offering; the use of proceeds of the Offering and the use of available funds following completion of the Offering; the timing and ability of the Corporation to complete the Offering; the timing and ability of the Corporation to receive required regulatory and stock exchange approvals in respect of the Offering; planned exploration and development programs and expenditures and the timing thereof; the estimation of mineral resources and mineral reserves; proposed exploration plans and expected results of exploration from each of the Mallay Mine (as defined herein), the Tres Cerros Exploration Property (as defined herein) and the Corporation's other exploration projects; the Corporation's ability to obtain required mine licences, mine permits, required agreements with third parties and regulatory approvals required in connection with exploration plans and future mining and mineral processing operations, including, but not limited to, necessary permitting required to implement expected future exploration plans, and the timeline for receipt thereof; and the Corporation's objectives, goals, future plans and strategies. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved (or the negative of any of these terms and similar expressions)) are not statements of fact and may be forward-looking statements.

Forward-looking statements are based upon a number of factors and assumptions that, if untrue, could cause actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such statements. Some of the material factors or assumptions used to develop forward-looking statements include, without limitation, that the Offering will be completed on the terms proposed, anticipated costs and the Corporation's ability to fund its programs, the Corporation's ability to carry on exploration and development activities, the timing and results of drilling programs, the discovery of mineral resources and mineral reserves on the Corporation's mineral properties, that political and legal developments will be consistent with current expectations, the timely receipt of required approvals and permits, including those approvals and permits required for successful project permitting, construction and operation of projects, the Corporation's ability to operate in a safe, efficient and effective manner, the Corporation's ability to obtain financing as and when required and on reasonable terms, that the Corporation's activities will be in accordance with the Corporation's public statements and stated goals and that there will be no material adverse change or disruptions affecting the Corporation or its properties.

Forward-looking statements are inherently subject to a variety of known and unknown risks, uncertainties, contingencies and other factors that could cause actual events or results to differ from those expressed or implied. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Certain important risks, uncertainties, contingencies and other factors that could cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among others: the inability of the Corporation to complete the Offering on the terms proposed or at all; the inability of the Corporation to obtain required regulatory and stock exchange approvals with respect to the Offering; the inability of the Corporation to complete a feasibility study which recommends a production decision; the inability of the Corporation to complete a restart of the Mallay Mine; risks related to rehabilitation, construction, development and ramp-up of mining operations (including unanticipated costs or delays); uncertainties related to title to mineral properties; risks that drill results may not accurately represent the actual continuity of geology or grade of the deposit; uncertainty and variations in the estimation of mineral resources and mineral reserves; health, safety and environmental risks; success of exploration, development and operations activities; risks relating to foreign operations and expropriation or nationalization of mining operations; delays in obtaining or the failure to obtain governmental permits, or non-compliance with permits; delays in or failure to get access from surface rights owners; the impact of Peruvian laws regarding

foreign investment; commodity price and exchange rate fluctuations; global demand for silver, lead and zinc; assessments by taxation authorities in multiple jurisdictions; the Corporation's ability to successfully integrate acquisitions; litigation risk and the ability of the Corporation to successfully defend claims brought against it; volatility in the market price of the Corporation's securities; access to additional capital; general economic and market conditions; and risks associated with executing the Corporation's objectives and strategies.

This list is not exhaustive of the factors that may affect any of the Corporation's forward-looking statements. Although the Corporation believes its expectations are based upon reasonable assumptions and have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. See the section entitled "*Risk Factors*" in the Corporation's annual information form dated March 31, 2025 for the year ended December 31, 2024 for additional risk factors that could cause results to differ materially from forward-looking statements.

Investors are cautioned not to put undue reliance on forward-looking statements. The forward-looking statements contained in this Offering Document are made as of the date hereof only and, accordingly, are subject to change after such date. The Corporation disclaims any intent or obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of assumptions or factors, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. Investors are urged to read the Corporation's filings with Canadian securities regulatory agencies, which can be viewed online under the Corporation's profile on the System for Electronic Data Analysis and Retrieval + at [www.sedarplus.ca](http://www.sedarplus.ca).

## **Scientific and Technical Information**

The scientific and technical information contained in this Offering Document has been reviewed and approved by Paul Keller, P.Eng., the Chief Operating Officer of the Corporation and a Qualified Person within the meaning of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators.

## **SUMMARY DESCRIPTION OF BUSINESS**

### **What is our business?**

Excellon is a precious and base metals exploration and development company. Excellon's vision is to realize opportunities through the acquisition and advancement of quality precious and base metal assets, leveraging an experienced management team for the benefit of its employees, communities and shareholders. The Corporation is focused on the restart of the past-producing Mallay Silver Mine (the "**Mallay Mine**") in Peru. Excellon also holds a portfolio of exploration-stage projects, including the Tres Cerros Gold/Silver Exploration Property (the "**Tres Cerros Exploration Property**") in Peru, Kilgore, an advanced gold project in Idaho, and Silver City, a high-grade epithermal silver district in Saxony, Germany, providing additional growth upside.

### **Recent developments**

The following is a summary of key recent developments involving or affecting the Corporation:

### ***Closing of Glencore Offtake and Financing***

On August 20, 2025, the Corporation announced the closing of its concentrate offtake and financing agreement (the "**Glencore Agreement**") with subsidiaries of Glencore plc ("**Glencore**"). The Glencore Agreement provides Excellon with a pre-export finance loan facility for up to US\$7.5 million and establishes Glencore as the offtake partner for concentrates from the Mallay Mine. The Corporation believes that this financing package is a key funding milestone to restart operations at the Mallay Mine and re-establish Excellon as a silver producer in Peru.

### ***Mallay Acquisition***

On June 23, 2025, the Corporation closed the previously announced acquisition (the "**Mallay Acquisition**") of the issued and outstanding shares of Minera CRC S.A.C., a Peruvian company that holds a 100% interest in the Mallay Mine and the nearby Tres Cerros Exploration Property, both located in the prolific Miocene metallogenic belt of Central Peru.

### ***Brokered Private Placement of Units***

On May 14, 2025, the Corporation closed a "best efforts" brokered private placement offering (the "**2025 Unit Offering**") of 76,190,477 units of the Corporation (the "**2025 Units**") at a price of \$0.105 per 2025 Unit for aggregate gross proceeds to the Corporation of \$8,000,000.09, which included the full exercise of the agents' option. Each 2025 Unit comprised one Common Share and one-half of one Common Share purchase warrant of the Corporation. Each whole warrant entitles the holder thereof to purchase one Common Share at a price of \$0.15 per Common Share at any time on or before May 14, 2028. The Corporation paid Red Cloud, lead agent and sole bookrunner, and Velocity cash commissions and advisory fees totaling \$456,000 and issued a total of 4,361,642 non-transferable broker warrants of the Corporation exercisable to acquire one Common Share at an exercise price of \$0.105 per Common Share at any time on or before May 14, 2028. The Corporation also issued 578,750 Common Shares to 2743708 Ontario Inc., an arm's length finder. The Corporation intends to use the net proceeds for advancing development of the Mallay Mine, working capital and general corporate purposes.

### ***Transfer of Listing to TSXV***

On May 7, 2025, the listing of the Corporation's Common Shares was transferred from the Toronto Stock Exchange to the TSXV. The Common Shares continued to trade under the symbol "EXN".

### ***Non-Brokered Private Placement of Units and Notes***

On December 3, 2024, the Corporation closed a non-brokered private placement offering (the "**2024 Unit Offering**") of 19,500,000 units of the Corporation (the "**2024 Units**") at a price of \$0.50 per 2024 Unit for aggregate gross proceeds to the Corporation of \$2,047,500. Each 2024 Unit comprised one Common Share and one-half of one Common Share purchase warrant of the Corporation. Each whole warrant entitles the holder thereof to acquire one Common Share at a price of \$0.15 per Common Share at any time on or before December 3, 2026.

On November 1, 2024, the Corporation closed a non-brokered private placement offering (the "**Note Offering**") of US\$1,250,000 aggregate principal amount of unsecured non-convertible promissory notes of the Corporation (the "**Notes**"). The Notes will mature on May 1, 2026, being the date that is 18 months following the closing date of the Note Offering (the "**Maturity Date**"). On the Maturity Date, any outstanding principal amount of the Notes plus any accrued and unpaid interest thereon shall be repaid by the Corporation in cash. The Notes bear interest at a rate of 10% per annum. Interest on the principal amount

outstanding under the Notes will accrue during the period commencing on the closing date of the Note Offering until the Maturity Date and will be payable in cash on the Maturity Date, subject to earlier prepayment or exercise of the Tres Cerros Prepayment Election (as defined herein).

The holder of the Notes is entitled to elect to direct that the principal amount of the Notes plus any accrued and unpaid interest thereon be applied as a prepayment against a portion of the purchase price payable by the holder to exercise its back in right pursuant to a back in right agreement entered into in connection with the Mallay Acquisition (the "**Tres Cerros Prepayment Election**").

The Corporation may elect, at any time, to prepay in cash any or all of the principal amount of the Notes plus any accrued interest on such principal amount being prepaid.

The aggregate size of the 2024 Unit Offering and the Note Offering was approximately \$3,790,000.

### **Material facts**

There are no material facts about the securities being distributed that have not been disclosed elsewhere in this Offering Document or in any other document filed by the Corporation since the date that is 12 months before the date of this Offering Document.

### **What are the business objectives that we expect to accomplish using the available funds?**

The business objectives that the Corporation expects to accomplish using the available funds are the advancement of its projects in Peru and supporting general corporate activities. Specifically, the Corporation intends to allocate the majority of the available funds towards exploration and development activities in and around the Mallay Mine and the nearby Tres Cerros Exploration Property. These activities will include underground rehabilitation, drilling, geological studies and technical assessments to further define mineral resources and evaluate potential project economics.

In addition, a portion of the available funds will be used for general working capital and corporate purposes, including maintaining financial flexibility, supporting ongoing operations and covering administrative and regulatory costs. These objectives are expected to support the Corporation's strategy of advancing the Mallay Mine restart while also exploring district-scale potential at the Tres Cerros Exploration Property.

The Corporation believes that the following significant events must occur within the following time frames and with the following costs for the business objectives described herein to be accomplished:

<b>Event</b>	<b>Time Frame</b>	<b>Cost (Assuming 100% of the Offering)</b>	<b>Cost (Assuming the exercise in full of the Agents' Option)</b>
Continued advancement of the Mallay Mine and the Tres Cerros Exploration Property	Over the next 9 months	\$6,200,000	\$7,200,000
General corporate purposes including advancing other projects in the Corporation's portfolio	Monthly rate of \$150,000 per month over the next 12 months	\$1,800,000	\$1,800,000

Event	Time Frame	Cost (Assuming 100% of the Offering)	Cost (Assuming the exercise in full of the Agents' Option)
<b>Total:</b>		\$8,000,000	\$9,000,000

### USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

		Assuming 100% of the Offering	Assuming the exercise in full of the Agents' Option
A	Amount to be raised by this offering	\$8,000,000	\$9,000,000
B	Selling commissions and fees	\$480,000	\$540,000
C	Estimated offering costs (e.g., legal, accounting, audit)	\$250,000	\$250,000
D	Net proceeds of offering: $D = A - (B+C)$	\$7,270,000	\$8,210,000
E	Working capital as at most recent month end (deficiency)	\$(536,000)	\$(536,000)
F	Additional sources of funding <sup>(1)</sup>	\$10,350,000	\$10,350,000
G	Total available funds: $G = D+E+F$	\$17,084,000	\$18,024,000

Note:

(1) The additional sources of funding relate to the loan facility provided by Glencore pursuant to the Glencore Agreement.

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of the Offering	Assuming the exercise in full of the Agents' Option
Restart and development	\$7,500,000	\$7,500,000
Resource drilling	\$2,500,000	\$2,500,000
Exploration	\$3,500,000	\$4,500,000
Working capital and general corporate purposes	\$3,584,000	\$3,524,000
<b>Total:</b>	\$17,084,000	\$18,024,000

The Corporation's most recently filed audited annual financial statements and interim financial report each included a going concern note. The Corporation is still in the exploration and development stage and has yet to generate positive cash flows from its operating activities, which may cast doubt on the Corporation's ability to continue as a going concern. The Offering is intended to permit the Corporation to continue to advance the Mallay Mine restart and explore district wide exploration potential and, while the Offering may help alleviate the risk that the Corporation is unable to continue as a going concern, it may not result in the removal of a going concern note in the next annual financial statements of the Corporation.

### **How have we used the other funds we have raised in the past 12 months?**

In the 12 months prior to the date of this Offering Document, the Corporation raised aggregate gross proceeds of approximately \$11,790,000 pursuant to the 2024 Unit Offering, the Note Offering and the 2025 Unit Offering (see "*Summary Description of Business – Recent developments*" above). The Corporation previously disclosed that net proceeds from the 2024 Unit Offering and the Note Offering would be used to fund costs related to the Mallay Acquisition, including upfront cash payments in respect thereof, and for working capital and general corporate purposes. The Corporation previously disclosed that net proceeds from the 2025 Unit Offering would be used for advancing development of the Mallay Mine, working capital and general corporate purposes. The following table sets out the approximate amounts spent by the Corporation on acquisition costs, advancing development of the Mallay Mine, working capital and general corporate purposes utilizing such funds:

<b>Description</b>	<b>Amount Spent</b>	<b>Variances to what was disclosed, if any, and the impact of the variances, if any, on the Corporation's ability to achieve its business objectives and milestones</b>
Acquisition costs (i.e., upfront funding, bridge payments and transaction costs)	\$4,515,745	N/A
Advancing restart and development of the Mallay Mine	\$1,945,800	N/A
Working capital and general corporate purposes	\$1,747,355	N/A
<b>Total:</b>	<b>\$8,208,900<sup>(1)</sup></b>	<b>N/A</b>

**Note:**

(1) The balance of \$3,581,100 from the aggregate gross proceeds of approximately \$11,790,000 raised pursuant to the 2024 Unit Offering, the Note Offering and the 2025 Unit Offering remains in cash.

## FEES AND COMMISSIONS

**Who are the dealers or finders that we have engaged in connection with this offering, if any, and what are their fees?**

<b>Agents:</b>	Red Cloud and Velocity, as co-lead agents and joint bookrunners, on behalf of a syndicate of agents also including Haywood, ECM and Beacon.
<b>Cash Commission:</b>	At the closing of the Offering, the Corporation shall pay the Agents a cash commission equal to 6.0% of the gross proceeds of the Offering (other than in respect of subscriptions from purchasers on the President's List, as agreed to between the Corporation and Red Cloud, for which the commission shall be 4.5%), which will be withheld from the gross proceeds of the Offering.

**Do the Agents have a conflict of interest?**

To the knowledge of the Corporation, the Corporation is not a "related issuer" or "connected issuer" of any of the Agents, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

## PURCHASERS' RIGHTS

### Rights of Action in the Event of a Misrepresentation

**If there is a misrepresentation in this Offering Document, you have a right**

- a) to rescind your purchase of these securities with the Corporation, or
- b) to damages against the Corporation and may, in certain jurisdictions, have a statutory right to damages from other persons.

**These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.**

**If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.**

**You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.**

## ADDITIONAL INFORMATION

**Where can you find more information about us?**

Securityholders can access the Corporation's continuous disclosure at [www.sedarplus.ca](http://www.sedarplus.ca). For further information regarding the Corporation, visit our website at [www.excellonresources.com](http://www.excellonresources.com).

Investors should read this Offering Document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of the Offered Shares.

DATE AND CERTIFICATE

**This Offering Document, together with any document filed under Canadian securities legislation on or after August 26, 2024, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

August 26, 2025

By: (signed) "Shawn Howarth"  
Name: Shawn Howarth  
Title: President and Chief Executive  
Officer

By: (signed) "Daniel Hall"  
Name: Daniel Hall  
Title: Chief Financial Officer