

**EXCELLON RESOURCES INC.
SPECIAL OPPORTUNITIES COMMITTEE MANDATE**

1 CONSTITUTION AND COMPOSITION

1.1 Special Opportunities Committee

The Special Opportunities Committee (the **Committee**) is established by the Board of Directors (the **Board**) of Excellon Resources Inc. (the **Corporation**) to assist the Board in fulfilling its 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 acquisitions, divestitures, business combinations and any form of transaction involving the possible sale of the Corporation.

1.2 Composition

The Committee shall be composed of three (3) independent directors as determined by the Board. The Committee shall appoint one of its members to be Chair of the Committee. Initially, the members of the Committee, each of whom the Board has determined is independent from management of the Corporation, shall be:

Michael Timmins (Chair)
Laurie Curtis
Andrew Farncomb

1.3 Term

The Committee shall be a standing committee of the Board and continue until such as time as the Board shall determine that its mandate has been completed.

1.4 Removal

Any member of the Committee may be removed or replaced at any time by the Board and shall, in any event, cease to be a member of the Committee upon ceasing to be a member of the Board.

2 COMMITTEE PROCEDURE

2.1 Meetings

The time at which and the place where the meetings of the Committee shall be held, the calling of meetings and the procedure at such meetings shall be determined by either the Chair of the Committee or by the Committee. The Committee shall meet as many times as it considers necessary to carry out its responsibilities effectively.

2.2 Quorum

Unless otherwise determined by the Committee, at least two (2) members of the Committee shall constitute a quorum.

2.3 Attendance

The Committee may invite such officers, directors or employees of the Corporation, financial, technical or legal advisors, or other persons as it sees fit, from time to time, to attend at meetings of the Committee and to assist in the discussion of matters being considered by the Committee.

2.4 Roles & Responsibilities - Chairperson and Secretary of the Meeting

The Committee Chairperson's primary duties and responsibilities are to:

- a) preside at meetings of the Committee;
- b) ensuring that the resources, materials and information made available to the Committee are adequate to support its work;
- c) regularly report on the Committee's proposals, activities and recommendations to the Board of Directors;
- d) schedule and coordinate meetings of the Committee;
- e) organize and present agendas for Committee meetings;
- f) act as a liaison between the Committee and the Board, as well as the Committee and external advisors, and also liaise with the Chief Executive Officer, as needed; and
- g) carry out other duties as requested by the Board, depending on need and circumstance.

In the absence of the Chair, the Committee shall appoint one of its members to act as chair. The Committee shall also identify a Secretary, who need not be a member of the Committee, but who shall attend and record minutes of all meetings of the Committee.

2.5 Decisions

Decisions of the Committee shall be evidenced by resolutions passed at meetings of the Committee and recorded in the minutes of such meetings or by an instrument in writing signed by all of the members of the Committee.

2.6 Minutes

Minutes of the Committee will be recorded and maintained by the Secretary of the Committee.

2.7 Reporting to the Board of Directors

The Committee shall report to the Board on such matters and questions relating to the activities of the Committee as the Committee may deem appropriate or as the Board may from time to time request or refer to the Committee.

2.8 Authority to Engage Advisors

The Committee shall have the authority to engage, at the expense of the Corporation, such outside advisors as it determines necessary or advisable to carry out its duties, including legal, financial, technical and accounting advisors, and establish the compensation of such advisors.

2.9 Authority to Determine Policies and Procedures

The Committee shall have the authority to determine its policies and procedures as may be necessary to carry out its responsibilities, provided that the Committee's policies and procedures shall at all times be consistent with this mandate.

3 MANDATE OF THE COMMITTEE

3.1 General Responsibilities

The Committee's general responsibilities shall include the following:

- (a) review and consider any potential or proposed business opportunities presented by management of the Corporation or referred to the Committee by the Board;
- (b) provide such oversight of and advice and direction to and management as the Committee deems necessary or appropriate;
- (c) consider potential real or perceived conflicts of interest;
- (d) review, consider and provide advice to the Board from time to time as to any actions reasonably desirable to give effect to any matters considered by the Committee;
- (e) report to the Board on its activities and recommendations as frequently as may be necessary or advisable in the circumstances;

3.2 Responsibilities Relating to Proposed Transactions

In connection with any proposed strategic transaction presented to the Committee (a Proposed Transaction), the Committee's responsibilities shall include the following:

- (a) on behalf of the Board, authorize the Corporation to enter into any non-binding indicative offers, letters of intent or term sheets regarding the Proposed Transaction
- (b) consider whether the Proposed Transaction is in the best interests of the Corporation;
- (c) examine and review the Proposed Transaction in conjunction with financial, legal and other advisors;
- (d) supervise management and advisors of the Corporation and participate to the extent necessary or advisable, as determined by the Committee, in any negotiations for the Proposed Transaction and direct management to cooperate with the Committee and its advisors as the Committee may reasonably consider necessary, including providing the Committee and its advisors with such information as the Committee may request;

- (e) make a recommendation to the Board as to whether the Board should approve the Proposed Transaction;
- (f) report to the Board on its activities and recommendations as frequently as may be necessary or advisable in the circumstances and provide such advice and assistance as may be requested by the Board in respect of any Proposed Transaction;
- (g) review and assist as necessary with the preparation of all necessary or appropriate disclosure in respect of any Proposed Transaction, including such materials as are necessary in connection with obtaining approvals, as necessary, of the final terms of any Proposed Transaction;
- (h) authorize and direct management of the Corporation as to actions on the part of the Corporation that are made necessary or advisable by reason of the fact that a Proposed Transaction is under consideration, or are necessary or advisable for the proper performance by the Committee of its responsibilities, including the execution on behalf of the Corporation of necessary or advisable documents and agreements (such as “standstill” and confidentiality agreements with potential parties);
- (i) provide such other advice and assistance to the Board in relation to Proposed Transactions as may be requested by the Board from time to time; and
- (j) determine when and whether the responsibilities of the Committee with regard to a Proposed Transaction have been performed and are at an end,

it being understood that the Committee shall be entitled, without further authorization from the Board, to consider such additional matters that it may consider relevant to those listed above.

4 GENERAL MATTERS

4.1 Not to Bind Board

Except as provided herein, the Committee shall not bind the Board in respect of any Proposed Transaction. Any Proposed Transaction shall only be entered into upon the approval and authorization of the Board meeting as a whole.

4.2 Co-operation with the Committee

The Committee shall, to the fullest extent that the Committee determines is appropriate to fulfil its mandate, have access: (a) to all records, documents or other information in the possession of the Corporation or available to the Corporation, including being regularly informed of the status of discussions regarding any Proposed Transaction, the terms of any agreement related to any Proposed Transaction and the terms of any financing relating thereto (including supporting materials); and (b) to the personnel of the Corporation, including all directors, officers and employees, and the legal, technical, accounting, audit, tax and other professional advisors or consultants of the Corporation.

4.3 Compensation

The Committee will be considered a committee of the Board and its members shall be entitled to fees and expenses in accordance with the Corporation's applicable policies in respect thereof (such fees and expenses to be in addition to the fees and expenses to which members of the Committee are otherwise entitled).

4.4 Fees and Expenses

The Corporation shall pay the fees and expenses incurred by the Committee and its members in discharging the duties of the Committee.

4.5 Effectiveness

The Committee, the Corporation and its directors and officers are hereby authorized and directed to take any and all such actions as may be necessary or advisable to give effect to the foregoing.