



**CORPORATE RESPONSIBILITY & TECHNICAL COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

Charter Number:		Effective Date:	July 28, 2017
Classification:	Governance	Supersedes:	Charter adopted August 14, 2013
Approval Authority:	Board of Directors	Mandated Review:	July 28, 2018
Charter Owner:		Scope:	CR & Technical Committee

1. Purpose

The Corporate Responsibility & Technical Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Excellon Resources Inc. (“**Excellon**” or the “**Company**”) is established to assist in the Board’s oversight of the Company’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 Company’s:

- 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 requirements associated with CR matters;
- Development and implementation of policies, management systems and processes to ensure that the Company’s goals, strategies, objectives, commitments and performance relating to CR matters are achieved; and
- Public reporting of CR matters and performance.

CR encompasses all of those activities through which the Company 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.

2. Membership

The Committee shall consist of such number of members (at least three) as are appointed from time to time by the Board. At least two members must be independent directors (within the

meaning of National Instrument 58-101, Disclosure of Corporate Governance Practices).
At the time of appointment of the members, the Board shall appoint a Chair of the Committee.

The Chair shall:

- Oversee the operations and affairs of the Committee as more fully specified below;
- Ensure an effective relationship, and open and transparent communication between management and the Committee;
- Ensure that the Committee Charter is up-to-date and regularly reviewed;
- Ensure that the Committee Work Plan is kept up-to-date and incorporates the duties and responsibilities described in this charter;
- Ensure that new Committee members are provided with opportunities for orientation and continuing education;
- Preside over the meetings to facilitate effective discussion, interaction and to ensure that Committee decisions are clear and accurately recorded;
- Collaborate with management on preparation of the meeting agenda and approve the agenda;
- Cause minutes of each meeting to be maintained;
- Report regularly to the Board of Directors on meetings of the Committee, its deliberations and any potentially material matters that could reasonably affect the business of the Company;
- Ensure that an effective system is in place to annually evaluate Committee composition, effectiveness and the performance of individual Committee members;
Make recommendations regarding changes to Committee membership and/or requirements for continuing education; and
- Carry out any additional duties as directed by the Board.

The Board may, by resolution, at any time remove any member of the Committee, with or without cause, or add to or otherwise change the membership of the Committee. A member of the Committee shall cease to be a member upon ceasing to be a director or, in the case of a non-director member, ceasing to be an employee or consultant of the Company.

3. Functions and Responsibilities

The Committee shall have such powers and duties as may be conferred on it from time to time by resolution of the Board. In addition, the Committee shall have the following specific functions and responsibilities:

Policy Framework

- Review the development and maintenance of a framework of policy, standards and guidance for managing CR risks and opportunities, and their impacts on the Corporation's activities, performance, privilege to operate and reputation.

Strategy, Objectives, Risk Management and Performance

- Review and monitor the Corporation’s strategies and objectives relative to CR, taking account of key identified risks relating to the Corporation’s business.
- Review and monitor the Corporation’s approaches to managing the material CR risks faced by the Corporation.
- Review and monitor the Corporation’s CR performance, along with any proposed recommendations or actions based on the record of performance.
- Receive information on material CR incidents and review root causes to evaluate and oversee the actions taken by management to address gaps and share learnings from incidents across the enterprise.

Oversight of Compliance Management and Audit

- Receive information on processes and tools used by the Corporation to identify and track all applicable legal requirements and steps to ensure compliance.

Management Systems and Processes

- Review the management systems and processes for identifying, assessing and managing CR risks and ensuring that the overall reputation of the Corporation is adequately protected.
- Receive, at least annually, information and reports from management regarding closure cost estimates, the Corporation’s asset retirement obligation and financial assurance mechanisms, and amounts in place to assure the Corporation’s closure liabilities.

Communications and Reporting

- Make periodic visits, as individual members or as the Committee, to the Company’s project sites to become familiar with the nature of the activities and operations, and to review relevant objectives, procedures and performance with respect to CR matters.

Technical Standards and Performance

In cooperation with management, the Committee will review the technical aspects of both the Company’s plans (e.g. in scoping, pre-feasibility, feasibility and similar studies) and ongoing operations (e.g., during construction, commissioning, and production). Special attention will be paid to risks and risk management, the consideration thereof in the management planning process and the possible financial impacts. Where the Committee deems it to be appropriate it will also review the technical performance and financial outcome of past activities for the benefit of future planning. Specifically, the Committee will:

- On behalf of the Board, review and maintain oversight of the technical aspects of the Company’s material exploration, development, permitting, construction and mining operations and, where appropriate, make recommendations on these matters to the Board.
- Recommend Board approval of technical reports and annual mineral reserve and mineral resource estimates and ensure such disclosure complies with regulatory requirements.

- Review commercial arrangements for engineering, procurement and construction management activities planned for the development of the Company’s material mineral properties.
- Review all material proposals for mine construction programs and, in the Committee’s discretion, make recommendations to the Board for consideration.
- Review annual operating and production plans, together with operating reports, for all proposed and existing operating mines and, in the Committee’s discretion, make recommendations to the Board for consideration.

4. Delegation

The Committee may designate a sub-committee to review any matter within this Charter as the Committee deems appropriate.

5. Meetings

General

Except as otherwise provided in this Charter, the rules and regulations relating to the calling and holding of and proceedings at meetings of the Committee shall be those, making allowance for the fact that it is a committee, that apply to meetings of the Board, subject to such modifications as may, from time to time, be determined by resolution of the Committee. Until otherwise determined by resolution of the Board or the Committee:

- Number of Meetings — The Committee shall meet at such times as needed to carry out its duties effectively.
- Quorum — No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of the Committee shall constitute a quorum.
- Meetings of the Committee may be called by its Chair or otherwise by any member of the Committee.
- The Committee and the Board shall annually assess the effectiveness of the Committee with a view to ensuring that the performance of the Committee accords with best practices and applicable law.
- The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Secretary and Minutes

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair shall report orally to the Board on any matter in his or her view requiring the immediate attention of the Board. The Corporate Secretary, his or her designate or any other person the Committee requests, shall act as secretary of Committee meetings.

Attendance of Non-Members

The Committee may invite to a meeting any officers or employees of Excellon, legal counsel, advisors and other persons whose attendance it considers necessary or desirable to carry out its responsibilities.

6. Engagement with Other Committees

The Committee may engage with other Committees of the Board, as necessary, on matters of mutual interest and concern relating to CR to facilitate information sharing and effective oversight of risks and the business.

7. Reporting to the Board

All significant actions of the Committee shall be reported to the Board whenever possible at its next succeeding regular Board meeting and shall be subject to revision or alteration by the Board.

The Committee may ask the Chair of the Company to call a meeting of the Board to consider any matter of concern to the Committee.

8. Independent Advisors

The Committee shall have the authority to engage such independent counsel and other advisors as it may from time to time deem necessary or advisable for its purposes and to set and cause to be paid by the Company the compensation of any such counsel or advisors.

9. No Rights Created

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of Excellon. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of Excellon's Articles and By-laws, it is not intended to establish any legally binding obligations.