

**EXCELLON RESOURCES INC.**  
(the "Corporation")



**Annual and Special Meeting**  
**Nov. 23, 2023 at 02:00 PM (Canada/Eastern Standard)**  
**<https://virtual-meetings.tsxtrust.com/1556> Password: excellon2023 (case sensitive)**  
(the "Meeting")

**Voting Instructions - Guidelines and Conditions**

The Corporation is providing you the enclosed proxy-related materials for their security holder Meeting. Your name, address and information about your security holdings have been obtained in accordance with applicable securities regulations from the intermediary holding them on your behalf (which is identified by name, code or identifier in the information on the top right corner on the reverse). The Voting Instruction Form ('VIF') is to enable your vote to be submitted on the stated matters. Please complete, sign, date and return the VIF. Unless you appoint yourself or a delegate to attend the Meeting and vote, your securities can be voted only by Management Nominees in accordance with your instructions.

We are prohibited from voting these securities on any of the matters to be acted upon at the Meeting without your specific voting instructions.

By providing voting instructions as requested, you are acknowledging that you are the beneficial owner of, and are entitled to instruct us with respect to the voting of, these securities.

**THIS VOTING INSTRUCTION FORM MUST BE READ IN CONJUNCTION WITH THE MEETING MATERIAL. YOUR VOTING INSTRUCTIONS MUST BE RECEIVED NO LATER THAN THE FILING DEADLINE NOTED ON THE REVERSE OF THE VIF OR THE EQUIVALENT TIME BEFORE THE TIME AND DATE OF ANY ADJOURNMENT OR POSTPONEMENT OF THE MEETING.**

**Voting Instructions and Authority - Notes**

1. THIS VOTING INSTRUCTION FORM IS SOLICITED BY THE CORPORATION.
2. If you appoint the Management Nominees indicated on the reverse to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Voting Recommendation highlighted for each Resolution on the reverse. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
3. The appointment of the Management Nominees or another Appointee gives them discretion to vote on any other matters that may properly come before the Meeting.
4. If internet voting is available, you can provide your voting instructions on the website (see "Internet" section under "Voting Method").
5. To be valid, this VIF must be signed. Please date the VIF. If the VIF is not dated, it is deemed to bear the date of mailing to the security holders of the Corporation.
6. **This form does not convey any right to vote in person at the Meeting. We urge you to read the above instructions, and the Information Circular prior to completing, signing and returning the VIF so that your securities can be voted.**
7. Guidelines for proper execution of the proxy/VIF are available at [www.stac.ca](http://www.stac.ca). Please refer to the Proxy Protocol.

VOTING METHOD	
Internet	Go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number 
FACSIMILE	416-595-9593
MAIL or HAND DELIVERY	TSX Trust Company 301-100 Adelaide Street West Toronto, Ontario, M5H 4H1

For assistance, please contact TSX TRUST INVESTOR SERVICES.  
**Mail:** 301 - 100 Adelaide Street West Toronto, ON, M5H 4H1  
**Tel:** 1-866-600-5869  
**Web:** <https://www.tsxtrust.com/t/investor-hub/forms/investor-insite-registration>  
**Email:** [tsxtis@tmx.com](mailto:tsxtis@tmx.com)

**VOTING INSTRUCTION FORM ("VIF")**

**EXCELLON RESOURCES INC.**  
(the "Corporation")

**CONTROL NUMBER: «CONTROL\_NUMBER»**

**Annual and Special Meeting**  
**Nov. 23, 2023 at 02:00 PM**  
**(Canada/Eastern Standard)**  
<https://virtual-meetings.tsxtrust.com/1556>  
**Password: excellon2023 (case sensitive)**

**SECURITY CLASS: Common Shares**

**RECORD DATE: Sept. 25, 2023**

**FILING DEADLINE FOR PROXY:**

**Nov. 21, 2023 at 02:00 PM**  
**(Canada/Eastern Standard)**

**APPOINTEES**

The undersigned hereby appoints **Shawn Howarth, President & CEO** whom failing **Daniel Hall, CFO** (the "Management Nominees") or instead of any of them, the following Appointee

PLEASE PRINT APPOINTEE NAME

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in respect of all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, to the same extent and with the same power as if the undersigned were personally present at the said Meeting or such adjournment(s) or postponement(s) thereof in accordance with voting instructions, if any,

**- SEE VOTING GUIDELINES ON REVERSE -**

RESOLUTIONS - VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED** TEXT ABOVE THE BOXES

	FOR	WITHHOLD		FOR	WITHHOLD
<b>1. Election of Directors</b>			<b>2. Appointment of Auditor</b>		
A) Shawn Howarth	<input type="checkbox"/>	<input type="checkbox"/>	Appointment of Ernst & Young LLP, Chartered Professional Accountants, as auditor of the Corporation for the ensuing year and authorizing the directors of the Corporation to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
B) Laurence Curtis	<input type="checkbox"/>	<input type="checkbox"/>			
C) Craig Lindsay	<input type="checkbox"/>	<input type="checkbox"/>			
D) Brendan Cahill	<input type="checkbox"/>	<input type="checkbox"/>			
<b>3. Approval of Debenture Interest Shares</b>			<b>4. Approval of the Proposed Debenture Restructuring</b>		
To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders of the Corporation, the full text of which is set out in the accompanying management information circular of the Corporation dated October 24, 2023 (the "Circular"), to authorize and approve the issuance of common shares that may be issued in connection with the payment of interest on the Corporation's outstanding 5.75% secured convertible debentures (the "Debentures") for the period from and including June 30, 2023 until the earlier of the date of completion of the restructuring of the Debentures and July 31, 2024, as more particularly described in the accompanying Circular.	<input type="checkbox"/>	<input type="checkbox"/>	To consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders of the Corporation, the full text of which is set out in the accompanying Circular, to authorize and approve the restructuring of the Debentures and the issuance of common shares in connection with the restructuring and following completion of the restructuring in accordance with the amended terms of the Debentures, as more particularly described in the accompanying Circular.	<input type="checkbox"/>	<input type="checkbox"/>
<b>5. Declaration as to ownership of Debentures</b>					
*The undersigned hereby certifies that the shares represented by this proxy are beneficially owned by a holder that beneficially owns, directly or indirectly, or exercises control or direction over, the Corporation's 5.75% secured convertible debentures originally issued on July 30, 2020. YES = FOR and NO = AGAINST =====	<input type="checkbox"/>	<input type="checkbox"/>			
* IF YOU DO NOT COMPLETE THIS DECLARATION OF OWNERSHIP, THE SHARES REPRESENTED BY THIS PROXY WILL BE DEEMED TO BE OWNED AND CONTROLLED BY A PERSON THAT BENEFICIALLY OWNS, DIRECTLY OR INDIRECTLY, OR EXERCISES CONTROL OR DIRECTION OVER, THE CORPORATION'S 5.75% SECURED CONVERTIBLE DEBENTURES ORIGINALLY ISSUED ON JULY 30, 2020.	<input type="checkbox"/>	<input type="checkbox"/>			

The VIF revokes and supersedes all earlier dated proxies and **MUST BE SIGNED**

PLEASE PRINT NAME

Signature of registered owner(s) Date(MM/DD/YYYY)

**Interim Financial Statements** – Mark this box if you would like to receive Interim Financial Statements and Management Discussion and Analysis.  **Annual Financial Statements** – Mark this box if you would like Annual Financial Statements and Management Discussion

If you are casting your vote online and wish to receive financial statements, please complete the online request for financial statements following your voting instructions. If the cut-off time has passed, please fax this side to 416-595-9593