

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**SCHEDULE 14A
(RULE 14a-101)**

INFORMATION REQUIRED IN
PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. ____)

- Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12



CLEVELAND-CLIFFS INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
 Fee paid previously with preliminary materials
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
-



Don't delay.
Vote by
May 16, 2023

P88575-EPN



Frequently Asked Questions

Why am I receiving this Notice of Internet Availability of Proxy Materials?
The Securities and Exchange Commission requires us to provide you with proxy materials by mail.

There are several advantages to receiving proxy materials electronically, including lower costs and reducing the environmental impact of printing and mailing.

How do I view the proxy materials?
Go to www.proxyvote.com and follow the instructions.

What if I prefer to receive a paper copy of the proxy materials?
You can easily request a paper copy of the proxy materials. Get informed before you vote so you can make the best decision for you.

Can I receive proxy materials in a language other than English?
Yes you can. Go to www.proxyvote.com for more information.

For more information about the 2023 Annual Meeting, please visit www.proxyvote.com.
DOCUMENT ID 2/23



CLEVELAND-CLIFFS INC.
C/O BROADRIDGE CORPORATE ISSUER SOLUTIONS, INC.
P.O. BOX 1342
BRENTWOOD, NY 11717

V02688-P90520-Z84654

Your **Vote** Counts!

CLEVELAND-CLIFFS INC.

2023 Annual Meeting
Vote by May 16, 2023 11:59 PM ET. For shares held in a
Plan, vote by May 14, 2023 11:59 PM ET.



You invested in CLEVELAND-CLIFFS INC. and it's time to vote!
You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on May 17, 2023.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online at www.ProxyVote.com OR you can receive a free paper or email copy of the material(s) by requesting prior to May 3, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote Virtually at the Meeting*

May 17, 2023
11:30 AM EDT

Virtually at:
www.virtualshareholdermeeting.com/CLF2023

*Please check the meeting materials for any special requirements for meeting attendance.

Vote at www.Proxy

THIS IS NOT A VOTE

This is an overview of the proposed upcoming shareholder meeting. On the reverse side to vote these items.

Voting Items

1. Election of Directors
Nominees:
 - 01) L. Goncalves
 - 02) D.C. Taylor
 - 03) J.T. Baldwin
 - 04) R.P. Fisher, Jr.
 - 05) W.K. Gerber
 2. Approval, on an advisory basis
 3. Approval, on an advisory basis
 4. Ratification of the appointment of Cleveland-Cliffs Inc. to serve as
- NOTE:** Such other business as may come before the meeting.

Prefer to receive an e