

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Cleveland-Cliffs Inc.		34-1464672	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
James Kerr	(216) 694-5700	ir@clevelandcliffs.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
200 Public Square, Suite 3300		Cleveland, OH 44114	
8 Date of action		9 Classification and description	
November 1, 2024		Acquisition in exchange for cash and shares of Cleveland-Cliffs Inc.	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
185899101		CLF	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See attachment.](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See attachment.](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See attachment.](#)

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See attachment.](#)

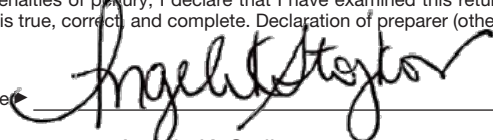
18 Can any resulting loss be recognized? ► [See attachment.](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► [See attachment.](#)

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature



Date ► 12/16/2024

Print your name ► Angela K. Stojkov

Title ► Vice President, Tax

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Cleveland-Cliffs Inc.

EIN: 34-1464672

Attachment to Form 8937 – Part II

Report of Organizational Actions Affecting Basis of Securities

This attachment includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Arrangement (as defined below) on the tax basis of shares of Cleveland-Cliffs Inc. common stock after implementation of the Arrangement. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Neither Cleveland-Cliffs Inc. nor Stelco Holdings Inc. provides tax advice to its shareholders. All holders should consult their own tax advisors to determine the U.S. federal income tax consequences based on their individual circumstances.

Part II – Question 14:

On November 1, 2024, Cleveland-Cliffs Inc. (“Cliffs”) consummated the indirect acquisition of all of the issued and outstanding common shares (the “Stelco Shares”) of Stelco Holdings Inc. (“Stelco”), pursuant to the Arrangement Agreement, dated as of July 14, 2024 by and among Cliffs, 13421422 Canada Inc., a wholly owned subsidiary of Cliffs (“Purchaser”), and Stelco. The acquisition and the other transactions contemplated by the Arrangement Agreement were implemented by way of a statutory plan of arrangement (the “Arrangement”) under the Canada Business Corporation Act on the terms and conditions set out in the plan of arrangement.

Immediately following the effective time of the Arrangement (the “Effective Time”), each Stelco Share outstanding immediately prior to the Effective Time was transferred by the holder thereof to Purchaser in exchange for (a) C\$60.00 in cash plus (b) 0.454 of a share of Cliffs’ common stock (“Cliffs Common Stock”), \$0.125 par value per share.

Part II – Question 15:

A U.S. holder’s tax basis in the Cliffs Common Stock received in the Arrangement will generally equal the fair market value of that Cliffs Common Stock as of the closing of the Arrangement.

One method of determining the fair market value of the Cliffs Common Stock received in the Arrangement would be to use the closing market price of Cliffs Common Stock on the date immediately prior to the closing date, October 31, 2024, which was \$12.98 per share. Other valuation methodologies exist, however, and U.S. holders should consult their own tax advisors regarding such methods.

A U.S. holder's holding period for the Cliffs Common Stock received in the transaction will begin on November 2, 2024.

Part II – Question 16:

A U.S. holder's tax basis in the Cliffs Common Stock received in the Arrangement will generally equal the fair market value of that Cliffs Common Stock as of the closing of the Arrangement. See Question 15, above, for a discussion of the determination of the fair market value of the Cliffs Common Stock.

Part II, Line 17:

The tax treatment for U.S. holders of Stelco Shares who received Cliffs Common Stock in the exchange is governed by sections 1001, 1012 and 1221 of the Internal Revenue Code (I.R.C.). This assumes that holders of Stelco Shares hold their Stelco Shares as capital assets within the meaning of section 1221 of the I.R.C.

Part II, Line 18:

A U.S. holder generally may recognize a loss for U.S. federal income tax purposes. The use of capital losses is subject to limitations. Shareholders should consult their tax advisors to determine whether such losses may be recognized based on such individual shareholder's situation.

Part II, Line 19:

The Arrangement was implemented on November 1, 2024. In the case of shareholders who are calendar year taxpayers, gain or loss should be included the tax year ended December 31, 2024.

Shareholders should consult their tax advisors to determine the tax consequences to them of the transaction.