May 13, 2019

Cleveland-Cliffs Inc. Announces Early Tender Results and Early Settlement with Respect to Tender Offer for Senior Notes

CLEVELAND--(BUSINESS WIRE)-- Cleveland-Cliffs Inc. **(NYSE: CLF)** (the "Company") announced today the early results of its previously announced offer to purchase for cash (the "Tender Offer") up to $600 million aggregate principal amount (the "Maximum Amount") of its outstanding 5.75% Senior Guaranteed Notes due 2025 (the "Notes"), subject to the terms and conditions set forth in the Company's Offer to Purchase dated April 29, 2019 (the "Offer to Purchase"), including the Financing Condition, as defined therein. The Company expects the Financing Condition to be satisfied on May 13, 2019.

According to information received from Global Bondholder Services Corporation, the Depositary and Information Agent for the Tender Offer, as of 5:00 p.m., New York City time, on May 10, 2019 (the "Early Tender Date"), $810,553,000 aggregate principal amount of the Notes had been validly tendered and not withdrawn pursuant to the Tender Offer. The table below identifies the principal amount of the Notes validly tendered and not validly withdrawn and the principal amount the Company has accepted for purchase.

Title of Notes	Principal Amount Outstanding Prior to the Tender Offer	Principal Amount Tendered(1)	Principal Amount Accepted for Purchase	Final Proration Factor
5.75% Senior Guaranteed Notes due 2025	$1,073,280,000	$810,553,000	$600,000,000	74.055779%

(1) As of the Early Tender Date.

Chairman, President, and CEO Lourenco Goncalves said, "We are very pleased with the result of this entire refinancing transaction, and particularly with the success of the tender offer for the 2025 notes. With the early full-retirement of the 2021 notes, the next maturity date is now in 2024, and we no longer have any maturity dates at all for the next five years. Additionally, our largest maturity tower in 2025 was nearly cut in half." Mr. Goncalves concluded, "At this time I would like to thank our investors for their participation in this leverage neutral, extension of maturity liability management transaction. As we continue to grow our Company and improve our profitability with new products and new business deals, we also expect to continue to create opportunities like these to incrementally improve our balance sheet."

Holders of Notes that validly tendered on or prior to the Early Tender Date and whose Notes are accepted for purchase will receive the "Total Consideration" for the Notes, which is $1,000 per $1,000 principal amount of Notes validly tendered and accepted for purchase.

The Total Consideration includes the early tender premium for the Notes of $50 per $1,000 principal amount of Notes validly tendered and accepted for purchase. The Total Consideration plus accrued and unpaid interest for Notes that have been validly tendered and not validly withdrawn on or before the Early Tender Date and accepted for purchase will be paid by the Company promptly following the Early Tender Date (the “Early Settlement Date”). The Early Settlement Date is expected to be today, May 13, 2019, the first business day after the Early Tender Date. In accordance with the terms of the Tender Offer, the withdrawal deadline was 5:00 p.m., New York City time, on May 10, 2019. As a result, Notes that have been validly tendered on or prior to the Early Tender Date cannot be withdrawn, except as may be required by applicable law (as determined by the Company).

Although the Tender Offer is scheduled to expire at midnight, New York City time, at the end of the day on May 24, 2019, unless extended or earlier terminated by the Company, because holders of Notes subject to the Tender Offer validly tendered and did not validly withdraw Notes on or before the Early Tender Date in an amount that exceeds the Maximum Amount, the Company does not expect to accept for purchase any tenders of Notes after the Early Tender Date.

The Company will only accept for purchase Notes up to the Maximum Amount. Because purchasing all of the Notes validly tendered and not validly withdrawn on or before the Early Tender Date would cause the Maximum Amount to be exceeded, the amount of Notes purchased will be prorated in accordance with the final proration factor set forth in the table above, such that the Maximum Amount will not be exceeded. As discussed in more detail in the Offer to Purchase, the Company reserves the right, but is under no obligation, to increase or decrease the Maximum Amount, at any time, subject to compliance with applicable law (as determined by the Company).

The obligation of the Company to accept for purchase and to pay the Total Consideration and the accrued and unpaid interest on the Notes pursuant to the Tender Offer is not subject to any minimum tender condition, but is subject to the satisfaction or waiver of certain conditions described in the Offer to Purchase. The Tender Offer may be amended, extended, terminated or withdrawn.

The Company has retained Goldman Sachs & Co. LLC to serve as Dealer Manager for the Tender Offer. Global Bondholder Services Corporation has been retained to serve as the Information Agent and Depositary for the Tender Offer. Questions regarding the Tender Offer may be directed to Goldman Sachs & Co. LLC. at 200 West Street, New York, NY 10282, telephone (800) 828-3182 (toll-free), (212) 902-6941 (collect) Attn: Liability Management. Requests for the Offer to Purchase may be directed to Global Bondholder Services Corporation at (866) 470-4300 (toll-free) or (212) 430-3774 (collect for banks and brokers).

The Company is making the Tender Offer only by, and pursuant to, the terms of the Offer to Purchase. None of the Company, the Dealer Manager, the Information Agent or the Depositary makes any recommendation as to whether holders of the Notes should tender or refrain from tendering their Notes. Holders of the Notes must make their own decision as to whether to tender Notes and, if so, the principal amount of the Notes to tender. The Tender Offer is not being made to holders of the Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the securities laws or blue sky laws require the

Tender Offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of the Company by the Dealer Manager or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

This press release does not constitute an offer to purchase securities or a solicitation of an offer to sell any securities or an offer to sell or the solicitation of an offer to purchase any securities nor does it constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is unlawful.

About Cleveland-Cliffs Inc.

Founded in 1847, Cleveland-Cliffs Inc. is the largest and oldest independent iron ore mining company in the United States. We are a major supplier of iron ore pellets to the North American steel industry from our mines and pellet plants located in Michigan and Minnesota. By 2020, Cliffs expects to be the sole producer of hot briquetted iron (HBI) in the Great Lakes region with the development of its first production plant in Toledo, Ohio. Driven by the core values of safety, social, environmental and capital stewardship, our employees endeavor to provide all stakeholders with operating and financial transparency.

Forward-Looking Statements

This release contains statements that constitute "forward-looking statements" within the meaning of the federal securities laws. As a general matter, forward-looking statements relate to anticipated trends and expectations rather than historical matters. Forward-looking statements are subject to uncertainties and factors relating to Cliffs' operations and business environment that are difficult to predict and may be beyond our control. Such uncertainties and factors may cause actual results to differ materially from those expressed or implied by the forward-looking statements. These statements speak only as of the date of this release, and we undertake no ongoing obligation, other than that imposed by law, to update these statements. Uncertainties and risk factors that could affect Cliffs' future performance and cause results to differ from the forward-looking statements in this release include, but are not limited to: uncertainty and weaknesses in global economic conditions, including downward pressure on prices caused by oversupply or imported products, reduced market demand and risks related to U.S. government actions with respect to Section 232 of the Trade Expansion Act (as amended by the Trade Act of 1974), the United States-Mexico-Canada Agreement and/or other trade agreements, treaties or policies; continued volatility of iron ore and steel prices and other trends, which may impact the price-adjustment calculations under our sales contracts; our ability to successfully diversify our product mix and add new customers beyond our traditional blast furnace clientele; our ability to cost-effectively achieve planned production rates or levels, including at our HBI plant; our ability to successfully identify and consummate any strategic investments or development projects, including our HBI plant; the impact of our customers reducing their steel production due to increased market share of steel produced using other methods or lighter-weight steel alternatives; our actual economic iron ore reserves or reductions in current mineral estimates, including whether any mineralized material qualifies as a reserve; the outcome of any contractual disputes with our customers, joint venture partners or significant energy, material or service providers or any other litigation or arbitration; problems or uncertainties with sales volume or mix, productivity, tons mined, transportation, mine-closure obligations, environmental liabilities, employee-benefit costs and other risks of the mining industry; impacts of existing and increasing governmental regulation and related costs and liabilities, including failure to receive or maintain required operating and environmental permits, approvals, modifications or other authorization of, or from, any governmental or regulatory entity and costs related to implementing improvements to ensure compliance with regulatory changes; our ability to maintain adequate liquidity, our level of indebtedness and the availability of capital could limit cash flow available to fund working capital, planned capital expenditures, acquisitions and other general corporate purposes or ongoing needs of our business; our ability to continue to pay cash dividends, and the amount and timing of any cash dividends; our ability to maintain appropriate relations with unions and employees; the ability of our customers, joint venture partners and third-party service providers to meet their obligations to us on a timely basis or at all; events or circumstances that could impair or adversely impact the viability of a mine and the carrying value of associated assets, as well as any resulting impairment charges; uncertainties associated with natural disasters, weather conditions, unanticipated geological conditions, supply or price of energy, equipment failures and other unexpected events; adverse changes in interest rates and tax laws; the potential existence of significant deficiencies or material weakness in our internal control over financial reporting; and our ability to satisfy the Financing Condition and successfully complete the Tender Offer. For additional factors affecting the business of Cliffs, refer to Part I – Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2018, and other filings filed with the SEC, including our Current Reports on Form 8-K. You are urged to carefully consider these risk factors.

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