#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 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. )

(Amendment No. \_\_\_) 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 the appropriate box): ☑ No fee required. ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11. (1) Title of each class of securities to which transaction applies: (2) Aggregate number of securities to which transaction applies: (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): (4) Proposed maximum aggregate value of transaction: \_ (5) Total fee paid: ☐ Fee paid previously with preliminary materials. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing. (1) Amount Previously Paid: (2) Form, Schedule or Registration Statement No.: (3) Filing Party: \_\_\_ (4) Date Filed: \_\_\_

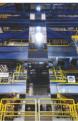




Don't delay. Vote by April 27, 2021!







D47642-FDN

## **Frequently Asked Questions**

#### Why am I receiving this Notice of Internet Availability?

Pursuant to the SEC "Notice and Access" proxy rules, companies are permitted to send the enclosed "Notice" instead of a full printed set of proxy materials. The Notice gives you instructions on how to view your company's proxy materials and vote online, or how to receive a full set of printed materials by mail.

There are several advantages to your company sending a Notice instead of a full set of materials, including lowering your company's costs and reducing the environmental impact from printing and mailing full sets of proxy materials.

#### How do I view the proxy materials online?

Go to  $\underline{\text{www.proxyvote.com}}$  and follow the instructions. You will need to enter the number printed on the enclosed Notice in the box marked by the arrow  $\rightarrow [\underline{\text{xxxxxxxxxxxxxx}}]$ .

#### What if I prefer to receive a paper copy of the proxy materials?

You can easily request a paper copy which will be mailed to you at no cost. Instructions on how to order a paper copy can be found in the "Before You Vote" section of the Notice.

#### Can I request to receive my proxy materials for future meetings by e-mail rather than receive a Notice?

Yes. The instructions on how to change your preferences so you receive proxy materials for future meetings by e-mail are online at <a href="https://www.proxyvote.com">www.proxyvote.com</a>.

#### How can I vote my shares?

You can vote your shares online, by phone or by mail. The "How to Vote" section of the Notice provides detailed information on each of these options.

 $For more information about the SEC \ Notice and \ Access \ proxy \ rules \ please \ visit: \\ \underline{www.sec.gov/spotlight/proxymatters/e-proxy.shtml}.$ 



ATTN: EVP, Chief Legal Officer & Secretary 200 Public Square, Suite 3300 Cleveland, OH 44114-2315

### Your Vote Counts! CLEVELAND-CLIFFS INC. 2021 Annual Meeting Vote by April 27, 2021 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 material for the shareholder meeting to be held on April 28, 2021.

#### Get informed before you vote

View the Notice & Proxy Statement, and Annual Report online OR you can receive a free paper copy of voting material(s) by requesting prior to April 14, 2021. If you would like to request a copy of the voting material(s), 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.



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\*

April 28, 2021 11:30 AM EDT

www.virtualshareholdermeeting.com/CLF2021

<sup>\*</sup>Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

#### THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Elect	tion of Directors					
Non	Nominees:					
01	L. Goncalves	05 06 07	W.K. Gerber S.M. Green M.A. Harlan	09 10 11	J.L. Miller E.M Rychel G. Stoliar	<b>⊘</b> For
02	D.C. Taylor					
03	03 J.T. Baldwin					
04	R.P. Fisher, Jr.	08	R.S. Michael, III	12	A.M. Yocum	
2 Approval of an amendment to Cleveland-Cliffs Inc.'s Fourth Amended Articles of Incorporation, as amended, to increase the number of authorized common shares.						<b>⊘</b> For
Approval of the Cleveland-Cliffs Inc. 2021 Nonemployee Directors' Compensation Plan.						<b>⊘</b> For
App	Approval of the Cleveland-Cliffs Inc. 2021 Equity and Incentive Compensation Plan.					
App	Approval, on an advisory basis, of our named executive officers' compensation.					<b>⊘</b> For
Ratif	Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of Cleveland-Cliffs Inc. to serve for the 2021 fiscal year.					<b>⊘</b> For

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".