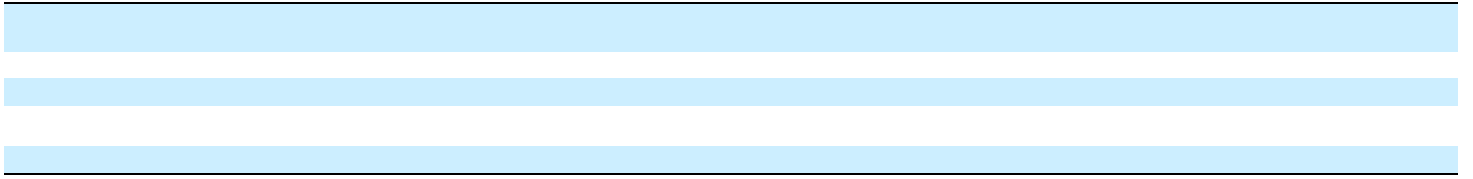


The Board of Directors strongly urges you not to sign or return any gold proxy card sent to you by or on bP



has proposed six nominees for election at Fas >



Even if no elig

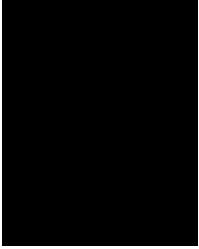


industry peers and if anmr ndsi seed nmsdss r ar sari seed nmsdstrerir sarr seens aerineessel redrt and i seernn rdrt a assar rsm ri seed nnessn





Information Concerning Director Nominees



Barry J. Eldridge

F æ

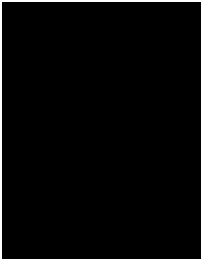
5

Janice K. Henry

First Became Director: 2009; Independent

Age 63

Currently retired. Ms. Henry previously served as senior vice president from 1998 through June 2006,



- Total common shares subject to outstanding awards, as described above: 65,316 common shares (0.5



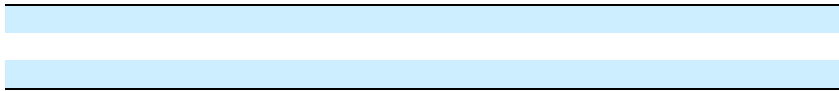
with respect to "beneficial ownership" shown in the table above is based upon information supplied by our directors, n ar



**Mr. Tompkins' compensation is i p s i a p s a pMs«*



and that provi



- For termination following a change in control or Mr. Hart's voluntary termination within 90 days of a change in control, a termination payment equal to 24 months of total compensation.

We entered into a letter agreement with Mr. Hart on October 10, 2013 that sets forth additional terms regarding his assignment in Cleveland, Ohio. When he became a U.S.-based employee, Mr. Hart became eligible for Cliffs' severance guidelines for U.S.-based executive officers, which entitles him to receive 18 months of his base salary and annual bonus.

Mr. Hart's employment with Cliffs terminated on March M

certain circumstances. Although the Compensation Committee may take action intend mt





- Outstanding full-value awards (performance share awards, unvested restricted share awards and unvested RSUs) assuming that the outstanding performance share awards achieve maximum performance: 2,419,338 common shares (1.58 percent of our outstanding common shares);
 - Outstanding stock options: zero common shares (zero percent of our outstanding common shares);
 - Total common shares available for future awards under the 2012 In
-

- any



New PI

AUDIT COMMITTEE REPORT

The Audit Committee of the Cliffs Board is composed of five independent directors and operates under a written charter adopted by the Board of Directors. The charter is reviewed and reassessed for adequacy annually by the Audit Committee and is reviewed by the Audit Committee with the Board of Directors. The Audit Committee reviewed the existing charter in November 2013 and recommended changes to the Board of Directors that clarified that the Audit Committee's responsibilities are focused on risks related to accounting and financial reporting. The revised charter was adopted by the Board on November 11, 2013 and a copy is available at <http://www.cliffsnaturalresources.com>.

The members of the Audit Committee are Janice K. Henry (Chair), Mark E. Gaumont, Andrés R. Glus ~~6~~Mar

INFORMATION ABOUT SHAREHOLDER PROPOSALS AND COMPANY DOCUMENTS

Company Documents

Cliffs' 2013 Annual Reports

8. **Deferred Share Account.**

- a. Determination of Deferred



b. Security fd



members of the Incumbent Board at the time of the execution of the initial agreement or of the action of the Board providing for such Business Combination; or

d. approval by the shareholders of the Company of a complete liquidation or dissolution of the Company.

14. **Non-U.S. Participants.** In order to facilitate the making of any grant or combination of grants under this Plan, the Committee may provide for such special terms for awards granted to participants who are non-U.S. residents. In order to facilitate the making of any grant or combination of grants under this Plan, the Committee may provide for such special terms for awards granted to participants who are non-U.S. residents.



consent. The Board may, in its discretion, terminate this Plan at any time. Termination of this Plan will not affect the rights of Participants or their successors under any awards outstanding hereunder and not exercised in full on the

ANNEX B

**CLIFFS NATURAL RESOURCES INC. AMENDED AND
RESTATED 2012 INCENTIVE EQUITY PLAN**

ARTICLE





(vi) determine and certify whether any conditions or objectives related to Awards have been met, including any such determination required for compliance with Section 162(m) of the Code;

(vii) subsequently modify or waive any terms and conditions, restrictions, contingencies or limitations contained in, and grant extensions to the terms or exercise periods of, or accelerate the Vesting of, any outstanding Awards, not inconsistent with the terms of this Plan and any operative employment or other agreement, provided that any such modifications, waivers, extensions, or accelerations shall not either

that are free of all restrictions except for any restrictions required pursuant to Section 17.2 hereof. Notwithstanding the foregoing, the Committee may, in lieu of the conversion and distribution of the Restricted Share Units or Retention Units, establish procedures to permit deferral of Restricted Share Units or Retention Units of one or more Participants who are highly compensated employees or members of a select group of management ti

By accepting a grant of Performance sP



as compared with that of other publicly-traded companies. The foregoing criteria may have any reasonable definitions that the Committee may specify, which may include or exclude any or all of the following items, as the Committee may specify: extraordinary, unusual, or non-recurring items; effects of accounting changes; effects of currency fluctuations; effects of energy price fluctuatioctul,

- (d) in the event the Shares are not registered under the Securities Act of 1933, qualification as a private placement under said Act;
 - (e) obtaining of any approval or other clearance from any
-

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