

EXHIBIT INDEX

Exhibit Number	Description
99.1	Notice of the Proposed Settlement of Derivative Actions, Hearing Thereon, and Right to Appear

IN THE COURT OF COMMON PLEAS

CUYAHOGA COUNTY, OHIO

IN RE CLIFFS NATURAL
RESOURCES INC. SHAREHOLDER
DERIVATIVE LITIGATION

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Lead Case No. CV-14-827803
(Consolidated with Case No. CV-14-829259 and Case No. CV-14-829499)
Judge Richard J. McMonagle

NOTICE OF PROPOSED SETTLEMENT OF DERIVATIVE ACTIONS, HEARING
THEREON, AND RIGHT TO APPEAR

TO: ALL HOLDERS AND ALL OWNERS, INCLUDING ALL RECORD HOLDERS AND/OR BENEFICIAL OWNERS, THEIR SUCCESSORS IN INTEREST AND TRANSFEREES, IMMEDIATE AND REMOTE, OF CLIFFS NATURAL RESOURCES INC. ("CLIFFS" OR THE "COMPANY") COMMON STOCK AS OF APRIL 20, 2016.

THIS NOTICE WAS SENT TO YOU BY ORDER OF THE COURT. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. THIS NOTICE RELATES TO A PROPOSED SETTLEMENT OF THESE DERIVATIVE ACTIONS. YOUR RIGHTS MAY BE AFFECTED.

IF YOU HELD COMMON STOCK OF CLIFFS AS OF APRIL 20, 2016 FOR THE BENEFIT OF ANOTHER, PLEASE PROMPTLY TRANSMIT THIS DOCUMENT TO THE BENEFICIAL OWNER.

YOU ARE HEREBY NOTIFIED that the Parties¹ to the above-captioned consolidated shareholder derivative actions (the "Actions") have entered into a Stipulation and Agreement of Settlement dated April 20, 2016 (the "Stipulation") to fully, finally, and forever settle the claims raised in the Actions on behalf of and for the benefit of Cliffs Natural Resources Inc. ("Cliffs" or the "Company"). If you are a Cliffs shareholder as of April 20, 2016, your rights to pursue certain derivative claims on behalf of Cliffs against its current and former directors and officers and other Released Persons may be affected by the Settlement.

This Notice is not a lawsuit against you. You are not being sued. This Notice is provided by order of the Court of Common Pleas, Cuyahoga County, Ohio, as of April 20, 2016, by the undersigned.

and the undersigned is, finally, and forever settled.

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Over the next several months, the two sides exchanged information and, through their counsel, had numerous discussions presenting and arguing their respective p

and as to Nominal Defendant Cliffs, because the Settlement provides substantial benefits to, and is in the best interests of, Cliffs and its shareholders.

VI. PLAINTIFFS' COUNSEL'S ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

After completing negotiations of the material, substantive terms of the Settlement, Counsel undertook arm's-length negotiations regarding attorneys' fees and reimbursement of expenses to be paid to Plaintiffs' Counsel for the benefits conferred upon the Company and its shareholders as a part of the Settlement. As a result of those negotiations, the Individual Defendants' D&O insurers have agreed to pay to Plaintiffs' Lead Counsel (who will, in turn, allocate it among all Plaintiffs' Counsel) a fee and expense award in the amount of \$775,000, subject to Court approval (the "Fee and Expense Award"). The Fee and Expense Award includes fees and expenses incurred by Plaintiffs' Counsel in connection with the initiation, prosecution and settlement of the Actions. To date, Plaintiffs' Counsel have not received any payments for their efforts on behalf of Cliffs shareholders, nor have Plaintiffs' Counsel been reimbursed for their out-of-pocket litigation expenses. The Fee and Expense Award will compensate Plaintiffs' Counsel for the substantial benefits achieved in the Actions, and the risks of undertaking the prosecution of the Actions on a contingent basis. Plaintiffs' Counsel will also seek Court approval for the payment to Co-Lead Plaintiffs of a Service Award in the amount of \$3,500 each. Any Court-approved Service Award and Service Awards will be funded solely from the Fee and Expense Award.

Any award of attorneys' fees or expenses and any Service Awards are separate and apart from and are not conditions to the Settlement embodied in the Stipulation or the Judgment. No order or proceeding concerning any fee and expense application or award or any Service Awards, or any modification or reversal on appeal of any fee and expense award or Service Awards, shall constitute grounds for cancellation or termination of the Settlement by any Party or shall otherwise affect the validity or effectiveness of the Settlement.

VII. THE SETTLEMENT HEARING

On July 7, 2016, at 10:00 a.m., the Court will hold the Settlement Hearing before the Honorable Richard J. McMonagle, Cuyahoga County Court of Common Pleas, Old Courthouse, One W. Lakeside Ave., Courtroom 2A, Third Floor, Cleveland, OH 44113. At the Settlement Hearing, the Court will determine: (i) whether the Settlement of the Actions on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate and in the best interests of Cliffs and its shareholders and should be finally approved by the Court; (ii) whether a Judgment as provided in, and attached as Exhibit C to, the Stipulation, dismissing the Actions on the merits and with preV n nabi the me ade

any of the Released Claims against the Released Parties should be entered; (iii) whether the Fee and Expense Award and the Service Awards should be approved; and (iv) such other matters as may be necessary or proper in the circumstances. In the event that the Court does not enter the Judgment approving the Settlement for purposes of this Order, on a date to be determined by the Court, the Settlement shall be null and void. The full and complete description of the terms and conditions of the Settlement may be found in the Stipulation, which is on file with the Court.

VIII. RIGHT TO OBJECT TO ANY ASPECT OF THE SETTLEMENT, THE FEE AND EXPENSE AWARD, AND/OR THE SERVICE AWARDS FOR DOING SO

You have the right to object to any aspect of the Settlement, the Fee and Expense Award, and/or the Service Awards. If you wish to object or otherwise contest the Settlement, you must do so in writing, and you may also request to be heard at the Settlement Hearing. If you choose to object, then you must file a Notice of Objection with the Court in writing.



was a significant factor in adopting that amendment.

II. Audit Committee Charter

1. The Audit Committee shall be required to review and discuss with the independent auditors and senior financial executives key matters relating to internal controls, financial reporting and disclosures.
2. The Audit Committee shall be advised of and consider information regarding significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting or fraud involving management or other employees with a significant role in internal controls.
3. The Audit Committee charter will be amended to provide that the committee members will review the Company's annual operating and capital expenditure plan prior to its submission to the Board for approval.
4. The Audit Committee charter will be amended to provide that the committee will receive quarterly reports from the Chief Financial Officer on the Company's cash position, capital structure and, if applicable, dividend policy.
5. The Audit Committee charter will be amended to provide that the committee will meet at least quarterly with the head of the Internal Audit department, who will provide a report on significant internal audit activities during the preceding quarter.
6. The Audit Committee charter will be amended to provide that the Chief Legal Officer will report to the committee on a quarterly basis on alleged violations reported through the Company's ethics hotline.
7. The Audit Committee charter will be amended to provide that the committee will report to the full Board at each regularly scheduled meeting of the Board.
8. The Audit Committee charter will be amended to provide that the committee will meet no fewer than four times per year.
9. The Audit Committee charter will be amended to provide that, not less than once every three years, the committee will consider whether it is in the Company's interests to continue to engage its then-current independent auditors, taking into account, among any other factors deemed pertinent by the Committee, independence, quality, cost, and the nature and significance of institutional knowledge.

III. Compensation and Organization Committee

1. The Compensation and Organization Committee charter will be amended to provide that performance targets applicable to Named Executive Officer compensation decisions for a particular fiscal year will be determined during the first quarter of that year, with the assistance of a compensation consultant.

IV. Strategy Committee

1. The Company will adopt the following committee charter for the strategy committee and shall publish it on the Company's website:
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**CLIFFS NATURAL RESOURCES INC.
STRATEGY COMMITTEE CHARTER**

Purpose

The purposes of the Strategy Committee (the "Committee") of the Board of Directors (the "Board") of Cliffs Natural Resources Inc. ("Cliffs") are to (a) oversee Cliffs' strategic plan and annual management objectives; (b) oversee, advise on and monitor opportunities and risks relating to Cliffs' strategic plan, including among other things positioning to support realization of strategic opportunities, as well as consideration of risks pertaining to country operations, minerals and major projects, and operational, safety and environmental risks; and (c) with management, identify and set strategic goals and expectations and review the merits and risks of potential acquisitions, joint ventures and strategic alliances.

Committee Membership

The Committee will consist of at least three members, with the actual number to be determined from time to time by the Board. At least a majority of the Committee members will meet the independence criteria of the New York Stock Exchange, Inc. Preferred qualifications for Committee members include experience in mergers and acquisitions, investment analysis of business opportunities, formulating corporate strategy, and knowledge of the mining and mineral business.

Duties and Responsibilities

The Committee's responsibilities include:

Review and Oversee Strategic Opportunities and Projects

1. Assist and advise the Board regarding (a) Cliffs' current strategy, including goals for future years and (b) the evaluation of evolving and emerging opportunities in existing and new markets (both minerals and geographic), including material acquisitions and dispositions, exploration and production activities and new ventures.
2. Review results of major projects and post-deal integration activities in the context of prior estimates.
3. Monitor the progress and implementation of the strategic plan, and present to the Board any significant issues, risks and opportunities facing Cliffs that are not included in the strategic plan.
4. Assist Cliffs' Chief Executive Officer ("CEO") and other senior executive officers in determining the resources necessary for implementation and execution of Cliffs' strategic and financial plans.

Review Risk Exposures Related to the Strategic Plan

Review appropriateness of strategies for managing certain exposures to enterprise risks, including financial, economic, reputational or hazard risks, including: (a) hedging strategies relating to foreign currency, interest rate and commodity exposures; (b) existing insurance programs (and the adequacy thereof) for property, casualty, fiduciary and political risks; and (c) key management systems including capital investment, environmental management, stakeholder engagement and others as appropriate.

1. Periodically assess Cliffs' overall capital structure and capital allocation priorities, including Cliffs' long-term cost of capital, debt-to-equity ratios, dividend payout ratios, share buy-backs, debt or equity financings, liquidity levels, credit rating and credit facilities.
 2. Periodically assess developments in best practice frameworks aw
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report the Committee's activities, findings and recommendations to the Board.

2. Annually evaluate the Committee's performance and the Committee's char~~acteristics~~

