July 31, 2015

Cliffs Natural Resources Inc. Announces Tender Offer for its 3.95% Senior Notes due 2018

CLEVELAND, July 31, 2015 /PRNewswire/ -- Cliffs Natural Resources Inc.**(NYSE: CLF)** announced today the commencement of an offer to purchase for cash (the "Tender Offer"), subject to certain terms and conditions, up to $100,000,000 aggregate principal amount (the "Maximum Amount") of its outstanding 3.95% Senior Notes due 2018 (the "Notes").

The Tender Offer is being made pursuant to an Offer to Purchase and a related Letter of Transmittal, both dated July 31, 2015 (together, the "Tender Offer Materials"), which set forth a more detailed description of the Tender Offer. Holders of the Notes are urged to carefully read the Tender Offer Materials before making any decision with respect to the Tender Offer.

The following table sets forth certain terms of the Tender Offer:

			Dollars per $1,000 Principal Amount of Securities		
Title of Security	CUSIP Number	Principal Amount Outstanding	Tender Offer Consideration(1)	Early Tender Premium	Total Consideration(1)(2)
3.95% Senior Notes due 2018	18683K AF8	$436,000,000	$500.00	$50.00	$550.00

(1) Excludes accrued and unpaid interest up to, but not including, the Settlement Date, which will be paid in addition to the Tender Offer Consideration or Total Consideration, as applicable.
(2) Includes the Early Tender Premium.

Subject to the terms and conditions of the Tender Offer, each holder of the Notes who validly tenders and does not subsequently validly withdraw their Notes at or prior to 5:00 p.m., New York City time, on August 13, 2015 (such date and time, as it may be extended, the "Early Tender Date") will be eligible to receive the "Total Consideration" for the Notes, which is $550 per $1,000 principal amount of Notes tendered. The Total Consideration includes the early tender premium for the Notes of $50 per $1,000 principal amount of Notes tendered (the "Early Tender Premium"). Holders of the Notes who validly tender their Notes after the Early Tender Date but at or prior to the expiration of the Tender Offer will be eligible to receive $500 per $1,000 principal amount of Notes tendered (the "Tender Offer Consideration"). Holders whose Notes are accepted for purchase will also receive accrued and unpaid interest up to, but not including, the Settlement Date (as defined below)

The Tender Offer is scheduled to expire at midnight, New York City time, on August 27, 2015 (the "Expiration Date"), unless extended or earlier terminated by the Company. Tendered Notes may not be withdrawn after 5:00 p.m., New York City time, on August 13, 2015, unless otherwise required by law.The Company will only accept for purchase Notes up to the Maximum Amount. If purchasing all of the tendered Notes would cause the Maximum Amount to be exceeded, the amount of Notes purchased will be prorated based on the

aggregate principal amount of Notes tendered, such that the Maximum Amount will not be exceeded. As discussed in more detail in the Tender Offer Materials, 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.

The Company will purchase any Notes that have been validly tendered by the Expiration Date, up to the Maximum Amount and subject to the satisfaction and waiver of all conditions to the Tender Offer, promptly following the Expiration Date (the "Settlement Date"). The Settlement Date will occur promptly following the Expiration Date and is currently expected to be on August 28, 2015, assuming all conditions to the Tender Offer have been satisfied or waived.

The obligation of the Company to accept for purchase and to pay either the Total Consideration or Tender Offer 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 Maximum Amount and the satisfaction or waiver of certain other conditions described in the Tender Offer Materials. The Tender Offer may be amended, extended, terminated or withdrawn.

The Company has retained Merrill Lynch, Pierce, Fenner & Smith Incorporated 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 Merrill Lynch, Pierce, Fenner & Smith Incorporated at 214 North Tryon Street, Charlotte, North Carolina 28255, Attn: Debt Advisory, (888) 292-0070 (toll-free), (980) 388-3646 (collect). Requests for the Tender Offer Materials 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 Tender Offer Materials. None of the Company, the Dealer Manager, the Information Agent and the Depositary make 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 Cliffs Natural Resources Inc.

Cliffs Natural Resources Inc. is a leading mining and natural resources company in the United States. The Company is a major supplier of iron ore pellets to the North American steel industry from its mines and pellet plants located in Michigan and Minnesota. Cliffs also

operates an iron ore mining complex in Western Australia. Additionally, Cliffs produces low-volatile metallurgical coal in the U.S. from its mines located in Alabama and West Virginia. Driven by the core values of safety, social, environmental and capital stewardship, Cliffs' employees endeavor to provide all stakeholders operating and financial transparency. News releases and other information on the Company are available at: http://www.cliffsnaturalresources.com.

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: our ability to successfully execute an exit option for our Canadian entities that minimizes the cash outflows and associated liabilities of such entities, including the Companies' Creditors Arrangement Act (Canada) process; trends affecting our financial condition, results of operations or future prospects, particularly the continued volatility of iron ore and coal prices; availability of capital and our ability to maintain adequate liquidity; uncertainty or weaknesses in global economic conditions, including downward pressure on prices caused by oversupply or imported products, reduced market demand and any change to the economic growth rate in China; our ability to successfully identify and consummate any strategic investments and complete planned divestitures, including with respect to our North American Coal operating segment; our ability to successfully diversify our product mix and add new customers beyond our traditional blast furnace clientele; 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; the ability of our customers and joint venture partners to meet their obligations to us on a timely basis or at all; our ability to reach agreement with our iron ore customers regarding any modifications to sales contract provisions or renewals; the impact of price-adjustment factors on our sales contracts; changes in sales volume or mix; our actual levels of capital spending; our actual economic iron ore and coal reserves or reductions in current mineral estimates, including whether any mineralized material qualifies as a reserve; the impact of our customers using other methods to produce steel or reducing their steel production; 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; the results of prefeasibility and feasibility studies in relation to projects; 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 cost-effectively achieve planned production rates or levels; uncertainties associated with natural disasters, weather conditions, unanticipated geological conditions, supply or price of energy, equipment failures and other unexpected events; adverse changes in currency values, currency exchange

rates, interest rates and tax laws; our ability to maintain appropriate relations with unions and employees and enter into or renew collective bargaining agreements on satisfactory terms; risks related to international operations; availability of capital equipment and component parts; the potential existence of significant deficiencies or material weakness in our internal control over financial reporting; problems or uncertainties with productivity, tons mined, transportation, mine-closure obligations, environmental liabilities, employee-benefit costs and other risks of the mining industry; the satisfaction of the conditions precedent to completing the Tender Offer, and our ability to consummate the Tender Offer; and other factors and risks that are set forth in the Company's most recently filed reports with the U.S. Securities and Exchange Commission. The information contained herein speaks as of the date of this release and may be superseded by subsequent events. Except as may be required by applicable securities laws, we do not undertake any obligation to revise or update any forward-looking statements contained in this release.

To view the original version on PR Newswire, visit:http://www.prnewswire.com/news-releases/cliffs-natural-resources-inc-announces-tender-offer-for-its-395-senior-notes-due-2018-300122001.html

SOURCE Cliffs Natural Resources Inc.