

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the “*Commission*”). The following documents have been filed by the Registrant with the Commission and are incorporated herein by reference:

- (a) The Registrant’s [Annual Report on Form 10-K for the year ended December 31, 2020](#) (Commission File No. 001-08944), filed February 26, 2021;
- (b) The Registrant’s [Quarterly Report on Form 10-Q for the quarter ended March 31, 2021](#) (Commission File No. 001-08944), filed April 28, 2021;
- (c) The Registrant’s Current Reports on Form 8-K (Commission File No. 001-08944) filed [February 9, 2021](#), [February 11, 2021](#), [February 17, 2021](#), and [March 12, 2021](#); plus the Registrant’s Current Report on Form 8-K/A (Commission File No. 001-08944) filed [February 8, 2021](#); and
- (d) The description of the Common Shares contained in [Exhibit 4.48](#) to the Registrant’s [Annual Report on Form 10-K for the year ended December 31, 2020](#) as filed with the Commission on February 26, 2021, which updated the description thereof contained in the Current Report on Form 8-K/A filed on May 21, 2008, and any subsequently filed amendments and reports updating such description.

All securities offered by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement, and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then registered, shall be subject to the same lead

[4.1](#) Fourth Amended Articles of Incorporation of the Registrant, as filed with the Secretary of State of the State of Ohio on September 25, 2020 (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (Commission File No. 001-08944) filed on September 28, 2020)

[4.2](#) Certificate of Amendment to Fourth Amended Articles of Incorporation of the Registrant, as filed with the Secretary of State of the State of Ohio on December 7, 2020 (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K (Commission File No. 001-08944) filed on December 10, 2020)



Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on this 28th day of April, 2021.

By: /s/ James D. Graham
 James D. Graham
 Executive Vice President, Chief Legal Officer and Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Date: April 28, 2021	* _____
	Lourenco Goncalves Chairman, President and Chief Executive Officer (Principal Executive Officer)
Date: April 28, 2021	* _____
	Keith A. Koci Executive Vice President, Chief Financial Officer (Principal Financial Officer)
Date: April 28, 2021	* _____
	Kimberly A. Floriani Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)
Date: April 28, 2021	* _____
	John T. Baldwin Director
Date: April 28, 2021	* _____
	Robert P. Fisher, Jr. Director
Date: April 28, 2021	* _____
	William K. Gerber Director
Date: April 28, 2021	* _____
	Susan M. Green Director
Date: April 28, 2021	* _____
	M. Ann Harlan Director
Date: April 28, 2021	* _____
	Ralph S. Michael, III Director

Date: April 28, 2021

*

Janet L. Miller
Director

Date: April 28, 2021

*

Eric M. Rychel
Director

Date: April 28, 2021

*

Gabriel Stoliar
Director

Date: April 28, 2021

*

Douglas C. Taylor
Director

Date: April 28, 2021

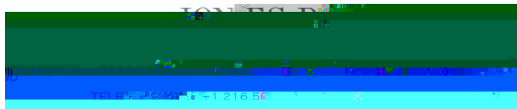
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Arlene M. Yocum
Director

* This Registration Statement has been signed on behalf of the above officers and directors by James D. Graham, as attorney-in-fact, pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

Dated: April 28, 2021 By: /s/ James D. Graham

James D. Graham
Attorney-in-Fact



April 28, 2021

Cleveland-Cliffs Inc.
200 Public Square, Suite 3300
Cleveland, Ohio 44114-2315

Re: Registration Statement on Form S-8 Filed by Cleveland-Cliffs Inc.

Ladies and Gentlemen:

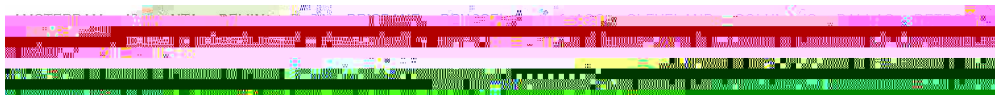
We have acted as counsel for Cleveland-Cliffs Inc., an Ohio corporation (the “*Company*”), in connection with the Cleveland-Cliffs Inc. 2021 Nonemployee Directors’ Compensation Plan (the “*Plan*”). In connection with the opinion expressed herein, we have examined such documents, records and matters of law as we have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, we are of the opinion that the additional 750,000 common shares (the “*Shares*”), par value \$0.125 per share, of the Company that may be issued or delivered and sold pursuant to the Plan and the authorized forms of restricted shares, restricted stock unit or other applicable award agreements thereunder (the “*Award Agreements*”) will be, when issued or delivered and sold in accordance with the Plan and the Award Agreements, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the laws of the State of Ohio, as currently in effect, and we express no opinion as to the effect of the laws of any other jurisdiction on the opinion expressed herein. In addition, we have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan and the Award Agreements will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, we have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the “*Act*”). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day



We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 26, 2021, relating to the financial statements of Cleveland-Cliffs Inc. and the effectiveness of Cleveland-Cliffs Inc.'s internal control over fof

EXHIBIT 23.2

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 8, 2021, relating to the combined consolidated financial statements of ArcelorMittal USA LLC and Affiliates for the years ended December 31, 2019 and 2018, appearing in the Form 8-K/A dated February 8, 2021.

/s/ Deloitte & Touche LLP
Chicago, Illinois
April 28, 2021

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 30, 2020, relating to the financ

/s/ Gabriel Stoliar
Gabriel Stoliar
Director

/s/ Arlene M. Yocum
Arlene M. Yocum
Director
