

**IN THE MATTER OF THE COMPANIES' CREDITORS
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PROPOSED PLAN OF
COMPROMISE OR ARRANGEMENT WITH RESPECT TO
U. S. STEEL CANADA INC. ("USSC")**

GENERAL UNSECURED CREDITORS' PROXY AND ELECTION FORM

Capitalized terms used and not otherwise defined herein have the meanings ascribed to them in the Plan of Compromise and Arrangement of USSC (as may be amended, restated or supplemented from time to time, the "**Plan**") filed pursuant to the *Companies' Creditors Arrangement Act* (the "**CCAA**") and the *Canada Business Corporations Act*, R.S.C. 1985, c.C-44 (the "**CBCA**") with the Ontario Superior Court of Justice (Commercial List) (the "**Court**") or the Order of the Court dated March 15, 2017 in respect of the meetings of USSC's Creditors (the "**Meetings Order**").

VOTING BY PROXY

This proxy may only be filed by Affected Creditors with General Unsecured Claims (which, for greater certainty, includes Affected Creditors with Non-USW Supplemental Pension Claims and Non-USW Restructuring Claims) (each, an "Eligible Voting Creditor"). Any such Affected Creditor who is not an individual may only attend and vote at the Meeting if a proxyholder has been appointed to act on its behalf at such meeting.

THE UNDERSIGNED ELIGIBLE VOTING CREDITOR hereby revokes all proxies previously given and nominates, constitutes, and appoints:

Alex Morrison of Ernst & Young Inc., in its capacity as Monitor, or a person appointed by him

or, instead of the foregoing, _____, or such other Person as he/she, in his/her sole discretion, may designate to attend on behalf of and act for the Eligible Voting Creditor at the Meeting of the General Unsecured Creditor Class to be held in connection with the Plan and at any and all adjournments, postponements or other rescheduling of such Meeting, and to vote the amount of the Eligible Voting Creditor's claim(s) for voting purposes as determined by and accepted for voting purposes in accordance with the Meetings Order, Claims Procedure Orders and set out in the Plan as follows:

To be completed by an Eligible Voting Creditor:

1. (mark one only):

Vote **FOR** approval of the Plan; or

Vote **AGAINST** approval of the Plan.

If this proxy is submitted and a box is not marked as a vote for or against approval of the Plan, this proxy shall be voted **FOR** approval of the Plan unless the Eligible Voting Creditor or their Proxy holder (provided the Proxy holder is a Person other than a representative of the Monitor) otherwise exercises their right to vote at the Meeting.

- and -

2. Vote at the nominee's discretion and otherwise act for and on behalf of the undersigned Eligible Voting Creditor with respect to any amendments, modifications, variations or supplements to the Plan and to any other matters that may come before the Meeting of the General Unsecured Creditor Class or any adjournment, postponement or other rescheduling of such Meeting.

GENERAL UNSECURED CREDITOR ELECTIONS

This Election may be completed by Affected Creditors with General Unsecured Claims exceeding an aggregate of \$7,500:

Election to receive \$7,500 in respect of such General Unsecured Claim

Pursuant to the Plan and Meetings Order, General Unsecured Creditors with Proven Claims not exceeding an aggregate of \$7,500 will receive the actual amount of such Proven Claims pursuant to the Plan and are not entitled to make the election above (such Creditors, together with Affected Creditors with General Unsecured Claims exceeding an aggregate of \$7,500 who duly make the above Election in accordance with the Plan and Meetings Order, a "**Convenience Creditor**").

Pursuant to the Meetings Order, any Convenience Creditor with a Voting Claim shall be deemed to vote in favour of the Plan unless such Convenience Creditor has notified the Monitor in writing of its intention to vote against the Plan prior to the Meeting of the General Unsecured Creditor Class and does vote against the Plan at such Meeting either in person or by Proxy.

If this Proxy is submitted by a General Unsecured Creditor whose General Unsecured Claims that are Proven Claims exceed an aggregate of \$7,500 and the above box is not marked, such General Unsecured Creditor will be deemed to have not filed an Election Notice.

Notwithstanding any elections made pursuant to this Proxy, any and all distributions in respect of Affected Claims that are General Unsecured Claims shall be made subject to the terms (including, without limitation, any adjustments required pursuant to the Plan) and implementation of the Plan.

Any Proxy must be received by the Monitor by no later than 5:00 p.m. on April 24, 2017 or 3 (three) Business Days prior to any adjournment of the relevant Meeting provided that the Monitor may waive strict compliance with the time limits imposed for receipt of a Proxy if deemed advisable to do so by the Monitor, in consultation with the Applicant. Proxies may be sent to the Monitor by email, fax, or mail at the following email address/fax number/address:

Ernst & Young Inc.
Monitor of USSC
222 Bay St., P.O. Box 251
Toronto-Dominion Centre
Toronto, ON M5K 1J7
Attention: USSC Monitor
Fax: 1-416-943-2887
Tel: 1-844-941-7764
e-mail: ussc.monitor@ca.ey.com

[Remainder of page intentionally left blank]

Dated this _____ day of _____, 2017.

Print Name of Eligible Voting Creditor

Title of the authorized signing officer of the corporation, partnership or trust, if applicable

Signature of Eligible Voting Creditor or, if the Eligible Voting Creditor is a corporation, partnership or trust, signature of an authorized signing officer of the corporation, partnership or trust

Telephone Number of Eligible Voting Creditor or authorized signing officer

Mailing Address of Eligible Voting Creditor

E-mail Address of Eligible Voting Creditor

Print Name of Witness, if Eligible Voting Creditor is an individual