

INTREPID POTASH, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Intrepid Potash, Inc. (the “Corporation”) has adopted these Corporate Governance Guidelines as a framework to provide effective governance over the affairs of the Corporation for the benefit of its stockholders.

1. Roles of Management and the Board

The Corporation’s officers and employees conduct the Corporation’s business with the goal of enhancing the long-term value of the Corporation for the benefit of its stockholders. The Board is elected by the stockholders to oversee the management of the Corporation and to help assure that the interests of the stockholders are served. In all actions taken by the Board, the directors are expected to exercise their business judgment in what they reasonably believe to be the best interests of the Corporation. In discharging that obligation, directors may rely on the honesty and integrity of the Corporation’s officers and its outside advisors and auditors.

2. Board Composition

The number of directors of the Board shall be fixed from time to time by resolution of the Board. Candidates for nomination to the Board will be identified by the Nominating and Corporate Governance Committee and recommended to the Board for approval. Each director should meet the qualifications for Board membership set forth in the section below. The Nominating and Corporate Governance Committee will also consider potential director candidates recommended by stockholders and will use the same criteria for screening all candidates, regardless of who proposed such candidates.

A majority of the Board will consist of directors who are independent, as determined in accordance with the Corporate Governance Standards for Listed Issuers of the New York Stock Exchange.¹

3. Board Committees

The Board has established the following three standing committees to assist the Board in discharging its responsibilities: (i) the Audit Committee; (ii) the Compensation Committee; and (iii) the Nominating and Corporate Governance Committee. Each committee has a written charter which is approved by the Board and describes the committee’s authority and responsibilities, qualifications for membership, procedures for appointment and removal and committee operations and structure. The members of the committees are appointed by the Board and each committee reports to the Board. Subject to applicable law and NYSE rules the Board may add new committees or eliminate existing committees as it deems advisable. Additionally, each committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. Each

¹ The relevant provision from the Corporate Governance Standards, in force as of the date hereof, is attached as Exhibit A to these Guidelines

committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

4. Chair of the Board and Lead Director

The Board does not require the separation of the positions of Chair of the Board and Chief Executive Officer. However, if the director serving as Chair of the Board is the Chief Executive Officer or is otherwise not independent as defined by the NYSE rules, the Board shall designate one of its independent directors to serve as Lead Director of the Board, with the following duties and responsibilities:

- (i) serving as the principal liaison between the non-management directors and the Chair of the Board and between the Board and the Company's stockholders;
- (ii) presiding over executive sessions of non-management directors and meetings of independent directors; and
- (iii) performing such other duties as may from time to time be delegated to the Lead Director by the Board.

5. Director Qualification

The Board and the Nominating and Corporate Governance Committee should consider whether candidates for nomination to the Board possess the following qualifications, among others:

- (a) the highest level of personal and professional ethics, integrity, and values;
- (b) expertise that is useful to the Corporation and complementary to the background and expertise of the other members of the Board;
- (c) a willingness and ability to devote the time necessary to carry out the duties and responsibilities of Board membership;
- (d) a desire to ensure that the Corporation's operations and financial reporting are effected in a transparent manner and in compliance with applicable laws, rules, and regulations; and
- (e) a dedication to the representation of the best interests of the Corporation and all of its stockholders.

In addition, candidates must have time available to devote to Board activities and to enhance their knowledge of the Corporation and its industry. To assist in the identification and evaluation of qualified candidates, the Corporation on occasion may engage a search firm.

6. Additional Board Service

Directors may not serve on more than five public company boards, including the Board of the Corporation, in order to ensure that each director is able to devote sufficient time to perform his or her duties as a director.

Members of the Audit Committee may not serve on more than three public company audit committees, including the Audit Committee of the Corporation.

7. Change in Status or Responsibilities

If a director has a substantial change in professional responsibilities, occupation or business association he or she shall notify the Nominating and Corporate Governance Committee and offer his or her resignation from the Board.

If a director who was an independent director when nominated ceases to qualify as an independent director, he or she shall offer his or her resignation from the Board.

The Nominating and Corporate Governance Committee will evaluate the facts and circumstances and make a recommendation to the Board whether to accept any resignation offered to the Board or request that the director continue to serve on the Board.

If a director assumes a significant role in a not-for-profit entity he or she should notify the Nomination and Corporate Governance Committee.

8. Director Responsibilities

The business and affairs of the Corporation will be managed under the direction of the Board in accordance with applicable law. To promote the discharge of this responsibility and the efficient conduct of the Board's business, the Board has developed a number of specific expectations of directors.

(a) **Commitment and Attendance:** Directors are expected to attend the Annual Meeting of Stockholders, meetings of the Board and meetings of Board committees on which they serve. Attendance at board meetings and committee meetings may be in person or by telephone. Directors are expected to review all materials provided at or in advance of meetings of the Board and its committees.

(b) **Participation in Meeting:** Each director should be sufficiently familiar with the business of the Corporation and its subsidiaries to facilitate active and effective participation in the deliberations of the Board and of each committee on which such director serves.

(c) **Ethics and Conflicts of Interest:** The Corporation has adopted a Code of Business Conduct and Ethics. Directors are expected to be familiar with and to adhere to that Code, including, for example, its provisions governing conflicts of interest. Directors should recuse themselves from any discussion or decision by the Board or a Board committee that involves or affects their personal, business, or professional interests. The Audit Committee will resolve any conflict of interest issue involving a director or the Chief Executive Officer or any other executive officer of the Corporation.

(d) **Confidentiality:** The proceedings and deliberations of the Board and its committees are confidential. Each director must maintain the confidentiality of information received in connection with his service as a director.

9. Director Access to Management

Each director will have unabridged access to senior management and other employees of the Corporation in order to become and remain informed about the Corporation's business and for any other purpose relevant to the fulfillment of the responsibilities of a member of the Board.

10. Retention of Advisors

The Board and committees of the Board may engage the services of independent consultants or advisors, at the Corporation's expense.

11. Stockholder Communications

The office of the Secretary of the Corporation shall serve as the point of contact between the Board and the stockholders of the Corporation. The office of the Corporation's Secretary shall promptly forward to the intended recipient all communications from stockholders to the Board generally, to members of a committee of the Board or to one or more directors individually, as applicable.

12. Director Compensation

The Board should annually review the form and amount of all types of compensation to be paid by the Corporation to or on behalf of members of the Board, including, without limitation, cash fees, stock incentives, and contributions to charities at the behest of Board members. Board compensation should be customary, reasonable, and competitive, as determined by the Board.

13. Orientation of New Directors and Continuing Education

The Board or the Nominating and Corporate Governance Committee may develop and oversee an orientation program for new members of the Board. The orientation program should provide new directors with comprehensive information about the Corporation's business, performance, policies and procedures and the responsibilities and expectations of members of the Board. The Corporation encourages directors to participate in continuing director education seminars and other continuing education activities that will expand and enhance the directors' knowledge of issues and matters regarding corporate governance, director roles and responsibilities and other matters relating to the carrying out of director duties. The Corporation will reimburse reasonable out-of-pocket expenses incurred by directors for such continuing education activities.

14. Management Succession Planning

At least annually, the Board will consider reviewing and developing a succession plan for selecting a successor to the Chief Executive Officer and other key executives, as appropriate, both in the event of an emergency and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, and skills of possible successors.

15. Self-Evaluation

Each year, the Board will conduct a self-evaluation to determine whether it and its committees are functioning effectively. In connection with the annual self-evaluation, the Nominating and Corporate Governance Committee will be responsible for seeking from each director his or her evaluation of the performance of the Board and the committees on which the director serves. The Board and committees will review the results of these evaluations.

16. Executive Sessions

The non-management or independent directors will meet regularly without management directors present. These executive sessions will occur at least twice a year, and perhaps more frequently, in conjunction with regularly scheduled Board meetings and at such other times as the non-management directors may deem necessary and appropriate. The Chair of the Nominating and Corporate Governance Committee, or the Lead Director if there is one, will preside at these meetings unless the Board selects another non-management director to preside. In the event that the non-management directors include directors who are not independent under the NYSE listing standards, then the independent directors will meet at least once a year in an executive session without non-independent directors present.

17. Flexibility

The Board believes that the policies and procedures described in these Corporate Governance Guidelines should remain flexible to facilitate the Board's ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Corporation and its stockholders. Accordingly, the Board reserves the right to interpret and amend these Corporate Governance Guidelines or grant waivers hereunder, from time to time. Any such interpretation, amendment or waiver will be disclosed if required by and in accordance with applicable securities laws and regulations and the Corporate Governance Standards for Listed Issuers of the New York Stock Exchange.

APPROVED by the Board on November 4, 2009.

Exhibit A

303A.00 Corporate Governance Standards

303A.02 Independence Tests

In order to tighten the definition of "independent director" for purposes of these standards:

(a) No director qualifies as "independent" unless the board of directors affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). Companies must identify which directors are independent and disclose the basis for that determination.

Commentary: It is not possible to anticipate, or explicitly to provide for, all circumstances that might signal potential conflicts of interest, or that might bear on the materiality of a director's relationship to a listed company (references to "company" would include any parent or subsidiary in a consolidated group with the company). Accordingly, it is best that boards making "independence" determinations broadly consider all relevant facts and circumstances. In particular, when assessing the materiality of a director's relationship with the listed company, the board should consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others. However, as the concern is independence from management, the Exchange does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding.

The identity of the independent directors and the basis for a board determination that a relationship is not material must be disclosed in the listed company's annual proxy statement or, if the company does not file an annual proxy statement, in the company's annual report on Form 10-K filed with the SEC. In this regard, a board may adopt and disclose categorical standards to assist it in making determinations of independence and may make a general disclosure if a director meets these standards. Any determination of independence for a director who does not meet these standards must be specifically explained. A company must disclose any standard it adopts. It may then make the general statement that the independent directors meet the standards set by the board without detailing particular aspects of the immaterial relationships between individual directors and the company. In the event that a director with a business or other relationship that does not fit within the disclosed standards is determined to be independent, a board must disclose the basis for its determination in the manner described above. This approach provides investors with an adequate means of assessing the quality of a board's independence and its independence determinations while avoiding excessive disclosure of immaterial relationships.

(b) In addition, a director is not independent if:

(i) The director is, or has been within the last three years, an employee of the listed company, or an immediate family member is, or has been within the last three years, an executive officer,¹ of the listed company.

Commentary: Employment as an interim Chairman or CEO or other executive officer shall not disqualify a director from being considered independent following that employment.

(ii) The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$100,000 in direct compensation from the listed company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

Commentary: Compensation received by a director for former service as an interim Chairman or CEO or other executive officer need not be considered in determining independence under this test. Compensation received by an immediate family member for service as an employee of the listed company (other than an executive officer) need not be considered in determining independence under this test.

(iii) (A) The director or an immediate family member is a current partner of a firm that is the company's internal or external auditor; (B) the director is a current employee of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or (D) the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the listed company's

audit within that time.

(iv) The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the listed company's present executive officers at the same time serves or served on that company's compensation committee.

(v) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the listed company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

Commentary: In applying the test in Section 303A.02(b)(v), both the payments and the consolidated gross revenues to be measured shall be those reported in the last completed fiscal year. The look-back provision for this test applies solely to the financial relationship between the listed company and the director or immediate family member's current employer; a listed company need not consider former employment of the director or immediate family member.

Contributions to tax exempt organizations shall not be considered "payments" for purposes of Section 303A.02(b)(v), provided however that a listed company shall disclose in its annual proxy statement, or if the listed company does not file an annual proxy statement, in the company's annual report on Form 10-K filed with the SEC, any such contributions made by the listed company to any tax exempt organization in which any independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year from the listed company to the organization exceeded the greater of \$1 million, or 2% of such tax exempt organization's consolidated gross revenues. Listed company boards are reminded of their obligations to consider the materiality of any such relationship in accordance with Section 303A.02(a) above.

General Commentary to Section 303A.02(b): An "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home. When applying the look-back provisions in Section 303A.02(b), listed companies need not consider individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated.

In addition, references to the "company" would include any parent or subsidiary in a consolidated group with the company.

¹For purposes of Section 303A, the term "executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934.

Transition Rule. Each of the above standards contains a three-year "look-back" provision. In order to facilitate a smooth transition to the new independence standards, the Exchange will phase in the "look-back" provisions by applying only a one-year look-back for the first year after adoption of these new standards. The three-year look-backs provided for in Section 303A.02(b) will begin to apply only from and after November 4, 2004.

As an example, until November 3, 2004, a listed company need look back only one year when testing compensation under Section 303A.02(b)(ii). Beginning November 4, 2004, however, the listed company would need to look back the full three years provided in Section 303A.02(b)(ii).