

## **INTREPID POTASH, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

There will be a committee of the Board of Directors (the “Board”) of Intrepid Potash, Inc. (the “Corporation”) that will be called the Nominating and Corporate Governance Committee.

#### **1. Statement of Purpose**

The purposes of the Nominating and Corporate Governance Committee are (a) to identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend that the Board select the director nominees for the next annual meeting of stockholders; (b) to oversee the evaluation of the Board and its committees, management, and certain succession plans; and (c) to review from time to time the Corporation’s Corporate Governance Guidelines and Code of Business Conduct and Ethics, and to recommend to the Board such changes as it may deem appropriate.

#### **2. Committee Membership and Meetings**

The Nominating and Corporate Governance Committee will have at least two members. Each member of the Nominating and Corporate Governance Committee must be a member of the Board and must meet the independence requirements of the Corporate Governance Standards for Listed Issuers of the New York Stock Exchange (“NYSE”) and any other necessary standards of director independence under the federal securities laws.

The members of the Nominating and Corporate Governance Committee will be appointed by the Board in its discretion. The Board will take into account any recommendations of the Nominating and Corporate Governance Committee in making such appointments. The Board may designate a chairperson from among the members of the Nominating and Corporate Governance Committee or, if no such designation is made, a chairperson may be selected by the affirmative vote of the majority of the Nominating and Corporate Governance Committee members. The Board may remove members of the Nominating and Corporate Governance Committee in its discretion.

The Nominating and Corporate Governance Committee shall meet as frequently as necessary to fulfill its responsibilities, but not less frequently than twice each year. Other members of the Board may attend meetings of the Nominating and Corporate Governance Committee upon the invitation of the Nominating and Corporate Governance Committee.

#### **3. Functions and Responsibilities**

In furtherance of its purposes, the Nominating and Corporate Governance Committee will have the following functions and responsibilities and any other functions and responsibilities delegated to it by the Board:

- (a) Review and assess the adequacy of the Corporation's policies and practices on corporate governance including the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval.
- (b) Review and assess the adequacy of the Corporation's Code of Business Conduct and Ethics and other internal policies and guidelines and recommend any proposed changes to the Board for approval.
- (c) Review requests for any waiver of the Corporation's Code of Business Conduct and Ethics and, if the Nominating and Corporate Governance Committee deems it appropriate, grant a particular waiver or recommend to the Board whether a particular waiver should be granted.
- (d) Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary, including in connection with recommending each Board member for continued service as a director when his or her term expires.
- (e) Develop appropriate criteria and make recommendations to the Board regarding the independence of directors and nominees.
- (f) Recommend to the Board the number, identity, and responsibilities of Board committees and the Chair and members of each committee.
- (g) Periodically review and assess the adequacy of the charter of each committee of the Board and make recommendations to the Board with respect to any changes to the charters.
- (h) Assist the Board in developing qualification criteria for selecting director candidates.
- (i) Recommend to the Board the slate of nominees for election to the Board at the Corporation's annual meeting of stockholders, subject to any contractual nomination rights of any stockholders.
- (j) As the need to fill vacancies arises, actively seek individuals qualified to become Board members for recommendation to the Board. Among the qualifications considered in the selection of candidates, the Nominating and Corporate Governance Committee shall consider the following attributes and criteria of candidates: applicable business experience and background, specific skills and expertise, personal and professional integrity, business judgment, time availability in light of other commitments, conflicts of interest, and such other relevant factors that the Nominating and Corporate Governance Committee considers appropriate in the context of the Board's needs and current composition.
- (k) Consider nominations for Board membership recommended by security holders, as well as any stockholder proposals submitted for inclusion in the Corporation's annual proxy statement, and recommend to the Board any statements in response.

- (l) Review and evaluate any resignation offered to the Board by any member of the Board and make recommendations to the Board on whether to accept the resignation.
- (m) Periodically review and recommend to the Board the compensation structure for non-employee directors for Board and committee service.
- (n) Annually obtain from each director an evaluation of the performance of the Board and the committees on which the director serves, assess the performance of the Board and each Board committee, and report the results to the Board.
- (o) Review adherence by directors to corporate guidelines regarding transactions with the Corporation.
- (p) Monitor the orientation and continuing education programs for directors.
- (q) Regularly report to the Board on the Nominating and Corporate Governance Committee's activities.
- (r) Oversee the evaluation of management of the Corporation and make recommendations to the Board as appropriate.
- (s) Oversee the management continuity planning process, including, without limitation, reviewing and evaluating the succession plans relating to the Board, the Chief Executive Officer or principal executive officer, and other executive officers, and make recommendations to the Board as appropriate.

In carrying out its functions and responsibilities, the Nominating and Corporate Governance Committee may obtain advice and assistance, as needed, from internal or external legal counsel, consulting firms, search firms, or other advisors. The Nominating and Corporate Governance Committee has the sole authority to retain and terminate any external legal counsel, consulting firms, search firms, or other advisors; to oversee their work; and to approve their fees, expenses, and other retention terms. The Corporation will provide to the Nominating and Corporate Governance Committee appropriate funding, as determined by the Nominating and Corporate Governance Committee, for the payment of reasonable compensation to any external legal counsel, consulting firms, search firms, or other advisors and for ordinary administrative expenses of the Nominating and Corporate Governance Committee that are necessary or appropriate in carrying out its functions and responsibilities.

The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees as it deems appropriate in its discretion.

**APPROVED** by the Board on November 8, 2012.