

INTREPID POTASH, INC.

COMPENSATION 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 Compensation Committee.

1. Statement of Purpose

The purposes of the Compensation Committee are (a) to assist the Board in discharging its responsibilities relating to compensation of the Corporation’s Chief Executive Officer or principal executive officer (the “CEO”) and other executive officers (collectively, the “Executive Officers”) and (b) to administer the Corporation’s incentive and equity compensation plans. To this end, the Compensation Committee has overall responsibility for evaluating and approving (or recommending to the Board for approval) all compensation plans, policies, and programs of the Corporation that affect the CEO or Executive Officers.

2. Committee Membership and Meetings

The Compensation Committee will have at least two members. Each member of the Compensation Committee must be a member of the Board and must meet the applicable independence requirements of the Corporate Governance Standards for Listed Issuers of the New York Stock Exchange (“NYSE”), Section 10C of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules thereunder. Each member of the Compensation Committee must also qualify as an outside director for purposes of Section 162(m) of the Internal Revenue Code, as amended, and as a non-employee director for purposes of Section 16 of the Exchange Act.

The members of the Compensation 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 Compensation Committee or, if no such designation is made, a chairperson may be selected by the affirmative vote of the majority of the Compensation Committee members. The Board may remove members of the Compensation Committee in its discretion.

The Compensation 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 Compensation Committee upon the invitation of the Compensation Committee.

3. Functions and Responsibilities

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

- (a) Establish and review the overall executive compensation philosophy of the Corporation.
- (b) Review and approve corporate goals and objectives relevant to the compensation of the CEO and Executive Officers, and evaluate the performance of the CEO and Executive Officers in light of those goals and objectives. Based on this evaluation, (1) together with any other independent directors, determine and approve the CEO's compensation level and (2) review and approve the Executive Officers' compensation levels.
- (c) Annually (1) together with any other independent directors, determine and approve base salary and short- and long-term incentive compensation for the CEO and (2) review and approve base salaries and short- and long-term incentive opportunities for the Executive Officers. In determining any incentive compensation for the CEO or any Executive Officer, the Committee may consider any factors that it deems appropriate, including the Corporation's performance and relative stockholder return, the value of similar incentive awards to similarly situated executives at comparable companies and the awards granted to the CEO or Executive Officer in past years.
- (d) Periodically and as and when appropriate review and approve the following as they affect the CEO or Executive Officers: (1) all other incentive awards and opportunities, including both cash- and equity-based awards and opportunities, (2) any employment agreements and severance arrangements, (3) any change-in-control agreements and provisions affecting any elements of compensation and benefits, and (4) any special or supplemental compensation and benefits, including perquisites, provided during or after employment.
- (e) Review and make recommendations to the Board with respect to the incentive and equity compensation plans of the Corporation.
- (f) Act as administrator of the incentive and equity compensation plans of the Corporation, with all authority granted in the governing plan documents including the authority to make and modify grants under, and to approve or disapprove participation in, the plans.
- (g) Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Corporation's proxy statement and annual report on Form 10-K. Based on this review and discussion, determine whether to recommend to the Board that the CD&A be included in the proxy statement and annual report on Form 10-K.

- (h) Produce the annual Compensation Committee Report for inclusion in the Corporation's proxy statement and annual report on Form 10-K.
- (i) Periodically review and evaluate the compensation practices of the Corporation as they may relate to encouraging employees to take risks that could have a material and adverse effect on the Corporation.
- (j) Oversee the Corporation's compliance with the rules of the Securities and Exchange Commission regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of these votes, and the rules of the NYSE regarding stockholder approval of equity compensation plans.
- (k) Regularly report to the Board on the Compensation Committee's activities.
- (l) If the membership of the Compensation Committee differs from that of the Nominating and Corporate Governance Committee of the Board, (1) annually review the performance of the Compensation Committee and (2) periodically assess the adequacy of this Charter and make recommendations to the Nominating and Corporate Governance Committee with respect to any changes to this Charter.

In carrying out its functions and responsibilities, the Compensation Committee may obtain advice and assistance, as needed, from internal or external legal counsel, consulting firms, or other advisors. The Compensation Committee has the sole authority to retain and terminate any external legal counsel, consulting firms, or other advisors; to oversee their work; and to approve their fees, expenses, and other retention terms. On and after July 1, 2013, the Compensation Committee may select an external legal counsel, consulting firm, or other advisor only after taking into consideration all factors relevant to that person's independence from management, including the factors set forth in the Corporate Governance Standards for Listed Issuers of the NYSE, Section 10C of the Exchange Act, and the rules thereunder. The Corporation will provide to the Compensation Committee appropriate funding, as determined by the Compensation Committee, for the payment of reasonable compensation to any external legal counsel, consulting firms, or other advisors and for ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its functions and responsibilities.

4. Delegation of Duties

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

APPROVED by the Board on November 8, 2012.