

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 executives, (b) to administer the Corporation’s equity incentive plans (other than any such plan applicable only to non-employee directors) and (c) to have 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 executive officers of the Corporation.

2. Committee Membership

The Compensation Committee will have at least two members, each of whom shall 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. In addition, at least two members of the Compensation Committee shall each qualify as (a) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code (the “Code”) and (b) a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”). Only members of the Compensation Committee who qualify as outside directors and non-employee directors shall participate in discussions regarding awards that are intended to qualify as performance-based compensation within the meaning of Section 162(m) of the Code or that are intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3.

The members of the Compensation Committee will be appointed annually, and may from time to time be removed, by the Board. 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 Committee or, if no such designation is made, a chairperson may be selected by the affirmative vote of the majority of the Committee members. Other members of the Board may attend meetings of the Committee upon invitation of the Committee.

The Compensation Committee shall meet as frequently as is necessary to fulfill its duties and responsibilities, but not less frequently than twice each year.

3. Delegation of Duties

The Compensation Committee is authorized to form and delegate responsibility to subcommittees of the Compensation Committee as it deems necessary or appropriate, provided, however, that any such subcommittees shall meet all applicable independence requirements and that the Committee shall not delegate to persons other than independent directors any functions

that are required, under applicable NYSE rules and the federal securities laws, to be performed by independent directors. Furthermore, if the Committee delegates responsibility to a subcommittee, only members of the subcommittee who qualify as outside directors within the meaning of Section 162(m) of the Code and non-employee directors within the meaning of Rule 16b-3 under the Exchange Act shall participate in discussions regarding awards that are intended to qualify as performance-based compensation under Section 162(m) of the Code or that are intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3.

Pursuant to the foregoing, the Committee shall establish a subcommittee (the “Section 162(m) Subcommittee”) whose members shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act and “outside directors” under Section 162(m) of the Code, and whose duties shall include (a) the approval of grants of stock options to the Company’s executive officers, including the Chief Executive Officer (the “CEO”), in accordance with Rule 16b-3 under the 1934 Act, (b) the adoption of performance goals with respect to performance based compensation for executive officers, including the CEO in accordance with Section 162(m) of the Code, (c) the determination of whether performance goals have been met before performance-based compensation is paid to executive officers in accordance with Section 162(m) of the Code and (d) the administration of the following Company benefit plans: Intrepid Potash, Inc. Annual Incentive Bonus Plan and Intrepid Potash, Inc. 2008 Long Term Incentive Plan. The Section 162(m) Subcommittee shall perform any other action required to be performed by a committee or subcommittee of “non-employee directors” (pursuant to Rule 16b-3) and “outside directors” (pursuant to Section 162(m)).

4. Functions and Responsibilities

In furtherance of the purposes set forth above, the Compensation Committee will perform the functions and responsibilities enumerated herein as appropriate and will have all the powers of the Board necessary or desirable to perform such functions and responsibilities as may be delegated to a committee of the Board under Delaware law. Notwithstanding the enumeration of specific functions and responsibilities herein, the Board believes that the Compensation Committee policies and procedures should remain flexible to facilitate the ability of the Board to respond to changing circumstances and conditions in fulfilling its responsibilities to the Corporation and its stockholders. The functions and responsibilities enumerated herein required to be performed by “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act and “outside directors” under Section 162(m) of the Code shall be performed through the Section 162(m) Subcommittee as applicable.

The following functions and responsibilities shall be the ordinary recurring activities of the Compensation Committee in carrying out its responsibilities outlined in the Statement of Purpose above. The Compensation Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the Statement of Purpose.

(a) Periodically (i) review and approve corporate goals and objectives relevant to the compensation of the CEO, (ii) review and recommend to the Board corporate goals and objectives relevant to the compensation of the other executive officers of the Corporation and (iii) 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.

(b) Evaluate the performance of the CEO and other executive officers of the Corporation in light of those goals and objectives and, based on that evaluation, as well as the short-term and long-term performance of the Corporation, (i) either as a committee or together with the other independent directors (as directed by the Board), determine and approve changes to the CEO's compensation level and (ii) recommend to the Board changes to the other executive officers' respective compensation levels.

(c) Annually, based on such factors as the Compensation Committee may deem relevant, (i) review and either as a committee or together with the other independent directors (as directed by the Board) approve base salary, incentive compensation and long-term incentive compensation for the CEO and (ii) review and recommend to the Board base salary, incentive compensation and long-term incentive compensation for the other senior management.

(d) Make recommendations to the Board with respect to incentive-compensation plans and equity-based plans of the Corporation, and administer such plans, with authority to make and modify grants under, and to approve or disapprove participation in, such plans.

(e) Regularly report to the Board concerning its activities, annually review the performance of the Compensation Committee and periodically assess the adequacy of the Compensation Committee Charter and recommend changes as needed to the Board for approval.

(f) Review and discuss the Compensation Discussion and Analysis (the "CD&A") with management, and based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the proxy statement and annual report on Form 10-K for the Corporation. Additionally, the Compensation Committee shall produce the annual Compensation Committee Report for inclusion in the proxy statement and Form 10-K for the Corporation.

(g) Review executive officer compensation for compliance with Section 16 of the Exchange Act and, where the Compensation Committee deems appropriate, the requirements for performance-based compensation within the meaning of Section 162(m) of the Code, as each may be amended from time to time, and any other applicable laws, rules and regulations.

(h) In consultation with the CEO, review the talent development process within the Corporation to ensure that the process is effectively managed.

(i) Review and recommend to the Board employment agreements, severance arrangements and change in control agreements and provisions when, and if, appropriate, as well as any special supplemental benefits.

In the performance of the functions and responsibilities of the Compensation Committee, the Committee may obtain advice and assistance, as needed, from internal or external legal counsel, consulting firms or other advisors, with the sole authority to retain, terminate and negotiate the terms and conditions, including approval of fees payable to and expenses of such counsel, firms or advisors.

APPROVED by the Board on November 4, 2009.