

## INTREPID POTASH, INC.

### AUDIT 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 Audit Committee.

#### 1. Statement of Purpose

The purpose of the Audit Committee is to provide assistance to the Board in fulfilling the Board's responsibilities to the Corporation and its stockholders relating to the accounting and financial reporting process and the audit of the Corporation's financial statements. To that end, the Audit Committee will assist the Board in its oversight of the following:

- (a) maintaining the reliability and integrity of the Corporation's accounting policies, financial reporting practices, and financial statements;
- (b) the independent auditor's qualifications and independence;
- (c) the performance of the Corporation's internal audit function and independent auditor; and
- (d) compliance with laws and regulations and the requirements of any stock exchange or quotation system on which the Corporation's securities may be listed.

#### 2. Committee Membership

The Audit Committee will have at least three members. Each member of the Audit Committee must be a member of the Board and must meet the independence, experience, and financial expertise requirements of the Corporate Governance Standards for Listed Issuers of the New York Stock Exchange ("NYSE"), Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder.

Each member of the Audit Committee shall have a working familiarity with basic finance and accounting practices (or acquire such familiarity within a reasonable period after her or his appointment). In addition, at least one member of the Audit Committee will have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background that results in the individual's financial sophistication, including a current or past position as a chief executive or financial officer or other senior officer with financial oversight responsibilities. The Board may, in its discretion, determine that one or more members of the Audit Committee are "audit committee financial experts" as defined by the U.S. Securities and Exchange Commission (the "Commission").

The members of the Audit 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 Audit Committee or, if no such designation is made, a

chairperson may be selected by the affirmative vote of the majority of the Audit Committee members. The Board may remove members of the Audit Committee in its discretion.

Generally, Audit Committee members may not simultaneously serve on more than two other public company audit committees in addition to the Audit Committee. An Audit Committee member may serve on more than two other public company audit committees only if the Board determines that such service does not impair the member's ability to effectively serve on the Audit Committee and the Board's determination is publicly disclosed in accordance with NYSE rules. All Audit Committee members shall advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee before accepting membership on another audit committee.

### **3. Meetings; Executive Sessions**

The Audit Committee will meet on a regular basis, but no less frequently than four times per year, and shall hold special meetings as required. Periodically, but no less frequently than once per year, the Audit Committee will meet with management, the internal auditors (or other personnel responsible for the internal audit function), and the independent auditor in separate executive sessions.

Meetings of the Audit Committee may be called by or at the request of the Board, any member of the Audit Committee, the Chief Executive Officer, or principal executive officer. Other members of the Board may attend meetings of the Audit Committee upon the invitation of the Audit Committee.

### **4. Functions and Responsibilities**

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

(a) The Audit Committee will prepare the report required by the rules of the Commission to be included in the Corporation's annual proxy statement.

(b) The Audit Committee will have the sole authority to appoint, retain, or replace the independent auditor. The Audit Committee will be directly responsible for the compensation of the independent auditor and for oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review, or attest services. The independent auditor will report directly to the Audit Committee. The Corporation will provide to the Audit Committee appropriate funding, as determined by the Audit Committee, for the payment of compensation to the independent auditor.

(c) All auditing services, internal control-related services, and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation by its independent auditor must be approved by the Audit Committee in advance, subject to the *de minimus* exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Audit Committee prior to the completion of the audit.

(d) The Audit Committee will regularly report to the Board on the Audit Committee's activities. If the membership of the Audit Committee differs from that of the Nominating and Corporate Governance Committee, the Audit Committee will (i) annually review the performance of the Audit Committee and (ii) periodically review and assess the adequacy of this Charter and make recommendations to the Nominating and Corporate Governance Committee with respect to changes to this Charter.

(e) In addition, the Audit Committee will have the following responsibilities:

(i) Financial Statement and Disclosure Matters

(1) Review and discuss with management and the independent auditor the Corporation's annual audited financial statements and the independent auditor's report thereon, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Corporation's Form 10-K.

(2) Review and discuss with management and the independent auditor the Corporation's annual report on internal control over financial reporting and the independent auditor's report thereon, including disclosures made in "Controls and Procedures."

(3) Review and discuss with management and the independent auditor the Corporation's quarterly financial statements, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of its Form 10-Q and the results of the independent auditor's review of the quarterly financial statements.

(4) Review and discuss with management and the independent auditor, as applicable: (A) significant issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, major issues as to the adequacy or effectiveness of the Corporation's internal controls, and any special audit steps adopted in light of material control deficiencies; (B) analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements; (C) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Corporation; (D) effects of changes in accounting standards that may materially affect the Corporation's financial reporting practices; and (E) earnings press releases as well as financial information and earnings guidance (generally or on a case-by-case basis) provided to analysts and rating agencies.

(5) Hold meetings on a quarterly basis to review and discuss quarterly reports from the independent auditor on (A) all critical accounting policies and practices to be used; (B) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and treatments preferred by the independent auditor; and (C) other material written

communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

(6) Discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such risk exposures, including the Corporation's risk assessment and risk management policies or guidelines.

(7) Discuss with the independent auditor the matters required to be discussed under generally accepted auditing standards, as adopted by the Public Company Accounting Oversight Board (the "PCAOB"), relating to the conduct of the audit or any review services, including any difficulties encountered in the course of the audit or review work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

(8) Review and discuss with management and the independent auditor the certifications of the Corporation's principal executive officer and principal financial officer made pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, including the disclosures made therein with respect to disclosure controls and procedures and internal control over financial reporting, prior to the filing of each Form 10-K and Form 10-Q.

(9) Review disclosures made to the Audit Committee by the Corporation's principal executive officer and principal financial officer during their certification process for each Form 10-K or Form 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal control over financial reporting.

(ii) Oversight of the Corporation's Relationship with the Independent Auditor

(1) (A) Obtain and review a formal written statement from the independent auditor at least annually regarding (i) the audit firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by an inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (iii) any steps taken to deal with such issues, and (iv) all relationships between the independent auditor and the Corporation (consistent with the applicable requirements of the PCAOB regarding the independent auditor's communications with the Audit Committee); (B) evaluate the qualifications, performance, and independence of the independent auditor, including a review and evaluation of the lead partner of the independent auditor, considering whether the auditor's internal quality-controls are adequate, considering whether the provision of permitted non-audit services is compatible with maintaining the auditor's independence and actively engaging in a dialogue with the auditors with respect to any disclosed relationship or services that may impact the objectivity and independence of the independent auditor, taking into account the opinions of management and the Corporation's internal auditors; and (C) present its conclusions and consequent recommendations with respect to the independent auditor to the Board.

(2) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit, the concurring audit partner responsible for reviewing the audit, and any other partners subject to rotation, as required by law.

(3) Set policies for the Corporation's hiring of employees or former employees of the independent auditor.

(4) Discuss with the independent auditor any accounting or auditing issues with respect to which the Corporation's audit team consulted with the independent auditor's national office.

(5) Review with the independent auditor any audit problems or difficulties and management's response.

(6) Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

(7) Establish appropriate policies as necessary from time to time to facilitate these functions.

(iii) Oversight of the Corporation's Internal Audit Function

(1) Ensure the Corporation maintains an internal audit function and at least annually evaluate the performance of the Corporation's internal audit function.

(2) Review and discuss with the independent auditor, the internal auditor, and management, as appropriate, the internal auditor function's responsibilities, budget, and staffing and any recommendations or suggested changes in the planned scope of the internal audit, including compliance with The Institute of Internal Auditors' International Standards for Professional Practice of Internal Auditing.

(3) Review with the internal auditor, on a periodic basis as appropriate, the results of specified projects assigned to the internal auditor, and coordinate with management to ensure that any significant findings or control weaknesses are addressed and resolved.

(iv) Compliance Oversight Responsibilities

(1) Review any reports of the independent auditor mandated by Section 10A of the Exchange Act and obtain from the independent auditor any information with respect to illegal acts in accordance with Section 10A.

(2) Establish procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

(3) Take actions it considers necessary to enforce the Code of Business Conduct and Ethics adopted by the Board, and ancillary statements and policies, including the establishment of procedures to consider alleged violations of such codes or any other matters pertaining to the integrity of management. This should include regular reviews of the compliance processes and reporting and disclosure of any violations and any waivers granted by the Board under such codes.

(4) Oversee the Corporation's Compliance Program and the activities of the Corporation's Chief Compliance Officer. Review the reports of the Compliance Committee concerning major compliance activities, including training and education efforts and significant reported violations of law or Corporation policies.

(5) In its discretion, conduct or authorize investigations into matters within its scope and responsibility.

(6) Periodically review the Corporation's insider trading policy.

(7) Review transactions of the Company involving "related persons," as such term is defined in Item 404(a) of Regulation S-K promulgated by the Commission in accordance with the Corporation's Statement of Policy with Respect to Related Party Transactions. No such transaction may be entered into unless and until it has been approved by the Audit Committee as set forth in the Statement of Policy with Respect to Related Party Transactions.

(8) Meet periodically with the general counsel, and outside counsel when appropriate, to review legal and regulatory matters, including (A) matters that may have a material impact on the financial statements of the Corporation and (B) matters involving potential or ongoing material violations of law by the Corporation or its directors, officers, employees, or agents or breaches of fiduciary duty to the Corporation.

(v) Other Responsibilities

(1) Establish, review and evaluate policies, and procedures with respect to the use of derivatives transactions to manage the Corporation's and its subsidiaries' exposure to natural gas costs, interest rate exposures and any other material usage by the Corporation or any of its subsidiaries of other hedges, options, futures, swaps, physically deliverable forward sales, or other derivative products or securities. The Audit Committee may (A) approve or reject specific hedging and other derivative transactions submitted to it by management or (B) provide prospective approval of certain clearly defined types, categories, or classes of hedging or other derivative transactions. The Audit Committee shall oversee the Corporation's and its subsidiaries' compliance with the requirements of the Commodity Exchange Act, as amended by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, and similar legislation and regulations applicable to its derivatives activities. The Audit Committee may authorize the Corporation and its subsidiaries to enter into derivatives transactions, either individually or prospectively by type, category or class, that are exempt from the Dodd-Frank Act's requirements for clearing and for execution through a board of trade or

swap execution facility, and may also authorize transactions that are cleared or executed through a board of trade or swap execution facility.

In carrying out its functions and responsibilities, the Audit Committee may obtain advice and assistance, as needed, from internal or external legal counsel, consulting firms, or other advisors. The Audit 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. The Corporation will provide to the Audit Committee appropriate funding, as determined by the Audit Committee, for the payment of reasonable compensation to any external legal counsel, consulting firms, or other advisors and for ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its functions and responsibilities.

The Audit Committee may form and delegate authority to subcommittees as it deems appropriate in its discretion. The Audit Committee may delegate authority to one or more members, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that all decisions to grant pre-approvals pursuant to such delegated authority will be presented to the entire Audit Committee at its next scheduled meeting.

## **5. Limitation on Audit Committee's Role**

While the Audit Committee has the functions and responsibilities set forth in this Charter, it is not the duty of the Audit Committee to, and the Audit Committee will not, (a) plan or conduct audits, (b) prepare the Corporation's financial statements, or (c) determine or certify that the Corporation's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

**APPROVED** by the Board on December 13, 2013.