

GEOMET, INC.

FORM 8-K (Current report filing)

Filed 07/29/10 for the Period Ending 07/29/10

Address	909 FANNIN, SUITE 3208 HOUSTON, TX 77010
Telephone	(713) 659-3855
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Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): July 29, 2010

GeoMet, Inc.

(Exact name of registrant as specified in its charter)

Delaware
**(State or Other Jurisdiction
of Incorporation)**

000-52155
**(Commission
File Number)**

76-0662382
**(I.R.S. Employer
Identification No.)**

909 Fannin, Suite 1850
Houston, Texas
(Address of principal executive offices)

77010
(Zip Code)

(Registrant's telephone number, including area code): (713) 659-3855

N.A.

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

In connection with the previously announced rights offering by GeoMet, Inc. (the “Company”) of transferable subscription rights to the holders of the Company’s common stock to purchase 4,000,000 shares of Series A Convertible Redeemable Preferred Stock, the Company is filing the items included as exhibits to this current report on Form 8-K for the purpose of incorporating such items as exhibits in the Company’s Registration Statement on Form S-3 (File No. 333-163193).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
4.1	Form of Subscription Rights Certificate
99.1	Instructions as to Use of Subscription Rights Certificates
99.2	Form of Notice of Guaranteed Delivery for Subscription Rights Certificates
99.3	Form of Letter to Stockholders who are Record Holders
99.4	Form of Letter to Nominee Holders whose Clients are Beneficial Holders
99.5	Form of Letter to Clients of Nominee Holders
99.6	Nominee Holder Certification
99.7	Beneficial Owner Election Form

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GeoMet, Inc.
(Registrant)

Dated: July 29, 2010

By: /S/ William C. Rankin

Name: William C. Rankin

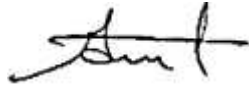
Title: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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99.5	Form of Letter to Clients of Nominee Holders
99.6	Nominee Holder Certification
99.7	Beneficial Owner Election Form

COUNTERSIGNED AND REGISTERED:
AMERICAN STOCK TRANSFER & TRUST COMPANY,
TRANSFER AGENT AND REGISTRAR
(New York, N.Y.)

By:



AUTHORIZED SIGNATURE

RIGHTS CERTIFICATE #:

NUMBER OF RIGHTS
CUSIP # 37250U 110

THE TERMS AND CONDITIONS OF THE RIGHTS OFFERING ARE SET FORTH IN THE COMPANY'S PROSPECTUS SUPPLEMENT DATED JULY 29, 2010 AND THE PROSPECTUS DATED DECEMBER 8, 2009 (COLLECTIVELY, THE "PROSPECTUS") AND ARE INCORPORATED HEREIN BY REFERENCE. COPIES OF THE PROSPECTUS ARE AVAILABLE UPON REQUEST FROM D.F. KING & CO., INC., THE INFORMATION AGENT.

GeoMet, Inc.

Incorporated under the laws of the State of Delaware

SUBSCRIPTION RIGHTS CERTIFICATE

Evidencing Subscription Rights to Purchase Shares of Series A Convertible Redeemable Preferred Stock of GeoMet, Inc.

Subscription Price: \$10.00 per Share

THE SUBSCRIPTION RIGHTS WILL EXPIRE IF NOT EXERCISED ON OR BEFORE 5:00 P.M., EASTERN TIME, ON AUGUST [18] , 2010, UNLESS EXTENDED BY THE BOARD OF DIRECTORS OF THE COMPANY

**REGISTERED
OWNER:**

THIS CERTIFIES THAT the registered owner whose name is inscribed hereon is the owner of the number of non-transferable subscription rights ("Rights") set forth above. Each whole Right entitles the holder thereof to subscribe for and purchase one share of Series A Convertible Redeemable Preferred Stock, with a par value of \$0.001 per share, of GeoMet, Inc., a Delaware corporation, at a subscription price of \$10.00 per share, pursuant to a rights offering (the "Rights Offering"), on the terms and subject to the conditions set forth in the Prospectus and the "Instructions as to Use of GeoMet, Inc. Subscription Rights Certificates" accompanying this Certificate.

The Rights represented by this Certificate may be exercised by properly completing both side of this Certificate and by returning the full payment of the subscription price for each share of Series A Convertible Redeemable Preferred Stock in accordance with the "Instructions as to Use of GeoMet, Inc. Subscription Rights Certificates" that accompany this Certificate.

This Subscription Rights Certificate is not valid unless countersigned by the subscription agent and registered by the registrar.

Witness the seal of GeoMet, Inc. and the signatures of its duly authorized officers.

Dated:

J. Darby Seré
President and Chief Executive Officer

William C. Rankin
Executive Vice President and
Chief Financial Officer

DELIVERY OPTIONS FOR SUBSCRIPTION RIGHTS CERTIFICATE

Delivery other than in the manner or to the addresses listed below will not constitute valid delivery.

If delivering by mail:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
P.O. Box 2042
New York, New York 10272-2042

If delivering by hand or overnight courier:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, New York 11219

PLEASE PRINT ALL INFORMATION CLEARLY AND LEGIBLY.

FORM 1-EXERCISE OF SUBSCRIPTION RIGHT

To subscribe for preferred shares pursuant to your Rights, please complete the lines below and sign under Form 4. To the extent you subscribe for more shares than you are entitled under your Rights, you will be deemed to have elected to purchase the maximum number of shares for which you are entitled to subscribe.

I apply for _____ shares x \$ 10.00 = \$ _____
(no. of shares) (subscription price) (amount enclosed)

METHOD OF PAYMENT (CHECK ONE)

- Cashier's or certified check payable to "American Stock Transfer & Trust Company, as Subscription Agent."
Wire transfer of immediately available funds directly to the account maintained by American Stock Transfer & Trust Company, LLC, as Subscription Agent, for purposes of accepting subscriptions in this Rights Offering at JPMorgan Chase Bank, 55 Water Street, New York, New York 10005, ABA #021000021, Account # 530-354624 American Stock Transfer FBO GeoMet, Inc., with reference to the rights holder's name.

FORM 2-TRANSFER TO DESIGNATED TRANSFEREE

To transfer your Rights to another person, complete this Form 2 and have your signature guaranteed under Form 5.

For value received _____ of the Rights represented by this Subscription Rights Certificate are assigned to:

Social Security # _____

Signature(s): _____

IMPORTANT: The signature(s) must correspond with the name(s) as printed on the reverse of this Subscription Rights Certificate in every particular, without alteration or enlargement, or any other change whatsoever.

FORM 3-DELIVERY TO DIFFERENT ADDRESS

If you wish for the preferred stock underlying your Rights or the proceeds of any sale of subscription rights to be delivered to an address different from that shown on the face of this Subscription Rights Certificate, please enter the alternate address below, sign under Form 4 and have your signature guaranteed under Form 5.

FORM 4-SIGNATURE

TO SUBSCRIBE: I acknowledge that I have received the Prospectus for this Rights Offering and I hereby irrevocably subscribe for the number of shares indicated above on the terms and conditions specified in the Prospectus.

Signature(s): _____

IMPORTANT: The signature(s) must correspond with the name(s) as printed on the reverse of this Subscription Rights Certificate in every particular, without alteration or enlargement, or any other change whatsoever.

FORM 5-SIGNATURE GUARANTEE

This form must be completed if you have completed any portion of Forms 2 or 3.

Signature Guaranteed: _____
(Name of Bank or Firm)

By: _____
(Signature of Officer)

IMPORTANT: The signature(s) should be guaranteed by an eligible guarantor institution (bank, stock broker, savings & loan association or credit union) with membership in an approved signature guarantee medallion program pursuant to Securities and Exchange Commission Rule 17Ad-15.

FOR INSTRUCTIONS ON THE USE OF GEOMET, INC. SUBSCRIPTION RIGHTS CERTIFICATES, CONSULT D.F. KING & CO., INC., THE INFORMATION AGENT, AT (212) 269-5550 (collect) or (800) 949-2583 (toll free).

**INSTRUCTIONS
AS TO USE OF
GEOMET, INC.
SUBSCRIPTION RIGHTS CERTIFICATES**

CONSULT THE INFORMATION AGENT OR YOUR BANK, BROKER OR NOMINEE AS TO ANY QUESTIONS

The following instructions relate to a rights offering (the "Rights Offering") by GeoMet, Inc., a Delaware corporation ("GeoMet"), made by GeoMet to the holders of record (the "Recordholders") of its common stock, par value \$0.001 per share, as described in the GeoMet prospectus supplement dated July 29, 2010 and the prospectus dated December 8, 2009 (collectively, the "Prospectus"). Recordholders of common stock as of the close of business on July 26, 2010 (the "Record Date") have received transferable subscription rights (the "Rights") to subscribe for and purchase shares of Series A Convertible Redeemable Preferred Stock, par value \$.001 per share (the "preferred stock"). An aggregate of 4,000,000 shares of preferred stock are being offered for purchase in the Rights Offering. Each Recordholder will receive one Right for every 9.8656905 shares of common stock it owned of record on the Record Date, subject to adjustment to eliminate fractional rights.

Each Right entitles the Recordholder to purchase one (1) share of preferred stock at the cash price of \$10.00 per share (the "Subscription Price"). GeoMet will not issue fractional subscription rights or cash in lieu of fractional rights. Stockholders that beneficially own at least one share of our common stock, but less than ten shares of our common stock, will receive the right to purchase one share of our preferred stock. Otherwise, fractional subscription rights will be rounded down to the nearest whole number to ensure that we offer no more than 4,000,000 shares of preferred stock in the Rights Offering. Nominee holders of common stock that hold, on the Record Date, shares for the account of more than one beneficial owner may exercise the number of Rights to which all such beneficial owners in the aggregate would otherwise have been entitled if they had been direct record holders of common stock on the Record Date, provided such nominee holder provides an appropriate "Nominee Holder Certification Form" to the Subscription Agent with respect to each exercise.

The Rights will expire, if not exercised, at 5:00 p.m., Eastern time, on August 18, 2010, unless extended by the board of directors of GeoMet with the consent of the backstop purchaser (as it may be extended, the "Expiration Date"), as described in the Prospectus. After the Expiration Date, unexercised Rights will not be exercisable or transferrable. There is no obligation to honor any purported exercise of Rights received by American Stock Transfer & Trust Company, LLC (the "Subscription Agent") after 5:00 p.m., Eastern time, on the Expiration Date, regardless of when the documents relating to such exercise were sent, except pursuant to the Guaranteed Delivery Procedures described below. GeoMet may extend the Expiration Date by giving oral or written notice to the Subscription Agent on or before the Expiration Date, followed by a press release no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled Expiration Date. The common stock is traded on the NASDAQ Global Market ("NASDAQ") under the symbol "GMET." The Rights are transferable during the subscription period, and GeoMet has applied for the Rights to be listed on NASDAQ under the symbol "GMETR." The Rights will be evidenced by Rights certificates (the "Rights Certificates").

The number of Rights to which you are entitled is printed on the face of your Rights Certificate. You should indicate your wishes with regard to the exercise of your Rights by completing the appropriate portions of your Rights Certificate and returning the certificate to the Subscription Agent in the envelope provided, in accordance with these instructions and the terms set forth in the Prospectus.

YOUR RIGHTS CERTIFICATES, OR NOTICE OF GUARANTEED DELIVERY, AND SUBSCRIPTION PRICE PAYMENT, INCLUDING FINAL CLEARANCE OF ANY CHECKS, MUST BE RECEIVED BY THE SUBSCRIPTION AGENT BY 5:00 P.M., EASTERN TIME, ON THE EXPIRATION DATE. ONCE A HOLDER OF RIGHTS HAS EXERCISED ITS SUBSCRIPTION PRIVILEGE, SUCH EXERCISE MAY NOT BE REVOKED. RIGHTS NOT EXERCISED PRIOR TO 5:00 P.M., EASTERN TIME, ON THE EXPIRATION DATE OF THE RIGHTS OFFERING WILL EXPIRE WITHOUT ANY VALUE.

1. Method of Subscription—Exercise of Rights.

To exercise Rights, complete your Rights Certificate and send it, properly completed and executed with any signature guarantees, together with payment in full of the Subscription Price for each share of preferred stock subscribed for, to the Subscription Agent, for delivery by 5:00 p.m., Eastern time, on the Expiration Date. All payments must be made in U.S. dollars for the full number of shares of preferred stock being subscribed for and must be in the form of (a) certified or cashier's check drawn upon a U.S. bank payable to American Stock Transfer & Trust Company, LLC, as Subscription Agent or (b) wire transfer of immediately available funds directly to the account maintained by American Stock Transfer & Trust Company, LLC, acting as Subscription Agent for GeoMet, for purposes of accepting subscriptions in the Rights Offering at JPMorgan Chase Bank, 55 Water Street, New York, New York 10005, ABA No. 021000021, Account No. 530-354624 (the "Subscription Account") Attention: American Stock Transfer GeoMet, Inc. with reference to the Rights holder's name.

The Rights Certificate and payment of the Subscription Price, or, if applicable, the Notice of Guaranteed Delivery (as defined below), must be delivered to the Subscription Agent by one of the methods described below:

For delivery by mail:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
P.O. Box 2042
New York, New York 10272-2042

For delivery by hand or courier:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, New York 11219

Telephone Number for Confirmation:

(877) 248-6417 (toll free)
(718) 921-8317

If you have any questions or require additional copies of relevant documents, please contact the Information Agent, D.F. King & Co., Inc., at (800) 949-2583 (toll free) or (212) 269-5550 (collect).

Delivery to an address or by a method other than those above does not constitute valid delivery.

By making arrangements with your bank or broker for the delivery of funds on your behalf, you may also request such bank or broker to exercise the Rights Certificate on your behalf. Alternatively, you may cause a written guarantee substantially in the form of Exhibit A to these instructions (the "Notice of Guaranteed Delivery"), from an "Eligible Guarantor Institution" (unless your Rights Certificate provides that shares are to be delivered to you as record holder of those Rights, or you are an Eligible Guarantor Institution), as such term is defined in Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended, such as a member firm of a registered national securities exchange or a member of the Financial Industry Regulatory Authority, Inc., or a commercial bank or trust company having an office or correspondent in the U.S., subject to standards and procedures adopted by the Subscription Agent (each, an "Eligible Institution"), to be received by the Subscription Agent on or prior to the Expiration Date together with payment in full of the applicable Subscription Price. Such Notice of Guaranteed Delivery must state your name, the number of Rights represented by the Rights Certificate held by you, the number of shares of preferred stock being subscribed for and that you will guarantee the delivery to the Subscription Agent of any properly completed and executed Rights Certificate evidencing such Rights within three (3) business days following the date of the Notice of Guaranteed Delivery. If this procedure is

followed, the properly completed Rights Certificate evidencing the Rights being exercised, with any required signature guarantees, must be received by the Subscription Agent within three (3) business days following the date of the Notice of Guaranteed Delivery. The Notice of Guaranteed Delivery may be delivered to the Subscription Agent in the same manner as Rights Certificates at the address set forth above, or may be transmitted to the Subscription Agent by facsimile transmission (Facsimile No. (718) 234-5001). Additional copies of the Notice of Guaranteed Delivery may be obtained upon request from the Subscription Agent at the address set forth above or by calling the D.F. King & Co., Inc., the Information Agent, at (800) 949-2583 (toll free) or (212) 269-5550 (collect).

If the aggregate Subscription Price paid by you is insufficient to purchase the number of shares of preferred stock subscribed for, or if no number of shares of preferred stock to be purchased is specified, then you will be deemed to have exercised the Right to purchase shares of preferred stock to the full extent of the payment tendered.

2. Issuance of Preferred Stock.

The preferred stock will only be issued in the form of global securities held in book-entry form. Depository Trust Company (“DTC”) or its nominee will be the sole registered holder of the preferred stock. Owners of beneficial interests in the preferred stock represented by the global securities will hold their interests pursuant to the procedures and practices of DTC. As a result, beneficial interests in any such securities will be shown on, and transfers will be effected only through, records maintained by DTC and its direct and indirect participants and any such interest may not be exchanged for certificated securities, except in limited circumstances. Owners of beneficial interests must exercise any rights in respect of their interests, including any right to convert or require repurchase of their interests in the preferred stock, in accordance with the procedures and practices of DTC. Beneficial owners will not be holders and will not be entitled to any rights provided to the holders of the preferred stock under the global securities or the certificate of designations. GeoMet and any of its agents may treat DTC as the sole holder and registered owner of the global securities.

3. Sale or Transfer of Rights.

(a) *Sale of Rights Through a Commercial Bank or Broker* . To sell Rights evidenced by a Rights Certificate through your commercial bank or broker, sign Form 2 of your Rights Certificate leaving the rest of the Form blank (your broker will add the buyer’s name later). You must have your signature on Form 2 guaranteed in Form 5 by an Eligible Institution and deliver your Rights Certificate and the accompanying envelope to your commercial bank or broker. Your Rights Certificate should be delivered to your commercial bank or broker in ample time for it to be exercised. If Form 2 is completed without designating a transferee, the Subscription Agent may thereafter treat the bearer of the Rights Certificate as the absolute owner of all of the Rights evidenced by such Rights Certificate for all purposes, and the Subscription Agent shall not be affected by any notice to the contrary. Because your commercial bank or broker cannot issue Rights Certificates, if you wish to sell less than all of the Rights evidenced by a Rights Certificate, either you or your commercial bank or broker must instruct the Subscription Agent as to the action to be taken with respect to the Rights not sold, or you or your commercial bank or broker must first have your Rights Certificate divided into Rights Certificates of appropriate denominations by following the instructions in Section 4 of these instructions. The Rights Certificates evidencing the number of Rights you intend to sell can then be transferred by your commercial bank or broker in accordance with the instructions in this Section 3(a).

(b) *Transfer of Rights to a Designated Transferee* . To transfer your Rights to a transferee other than a commercial bank or broker, you must complete Form 2 in its entirety, execute the Rights Certificate and have your signature guaranteed in Form 5 by an Eligible Institution. A Rights Certificate that has been properly transferred in its entirety may be exercised by a new holder without having a new Rights Certificate issued. In order to exercise, or otherwise take action with respect to, such a transferred Rights Certificate, the new holder should deliver the Rights Certificate, together with payment of the applicable Subscription Price and complete separate instructions signed by the new holder, to the Subscription Agent in ample time to permit the Subscription Agent to take the desired action. Because only the Subscription Agent can issue Rights Certificates,

if you wish to transfer less than all of the Rights evidenced by your Rights Certificate to a designated transferee, you must instruct the Subscription Agent as to the action to be taken with respect to the Rights not transferred, or you must divide your Rights Certificate into Rights Certificates of appropriate smaller denominations by following the instructions in Section 4 below. The Rights Certificate evidencing the number of Rights you intend to transfer can then be transferred by following the instructions in this Section 3(b).

(c) Rights holders wishing to transfer a portion of their Rights (or all of their Rights in separate portions) should allow a sufficient amount of time prior to 5:00 p.m., Eastern time, on the Expiration Date for (i) the transfer instructions to be received and processed by the Subscription Agent, (ii) a new Rights Certificate to be issued and transmitted to the transferee or transferees with respect to transferred Rights and to the transferor with respect to retained Rights, if any, and (iii) the Rights evidenced by such new Rights Certificates to be exercised or sold by the recipients thereof.

(d) Neither GeoMet nor the Subscription Agent shall have any liability to a transferee or transferor of Rights or any other person if Rights Certificates or any other required documents are not received in time for exercise or sale prior to the Expiration Date.

(e) *Electronic Transfer* . In addition to the methods outlined above, your commercial bank or broker may permit you to effect transfers through an Internet web site that it maintains and through which you may access your account.

(f) *Commissions, Fees and Expenses* . GeoMet will pay all fees charged by the Subscription Agent, other than fees associated with the sale or transfer of Rights. You are responsible for paying any other commissions, fees, taxes or other expenses incurred in connection with the exercise of the Rights. Neither GeoMet nor the Subscription Agent will pay any such expenses.

4. Division of Rights Certificate into Smaller Denominations.

To have a Rights Certificate divided into smaller denominations, send your Rights Certificate, together with complete separate instructions (including specification of the denominations into which you wish your Rights to be divided) signed by you, to the Subscription Agent, allowing a sufficient amount of time for new Rights Certificates to be issued and returned so that they can be exercised or sold prior to the Expiration Date. Alternatively, you may ask a commercial bank or broker to effect such actions on your behalf. Your signature must be guaranteed in Form 5 by an Eligible Institution if any of the new Rights Certificates are to be issued in a name other than that in which the old Rights Certificate was issued. As a result of delays in the mail, the time of the transmittal, the necessary processing time and other factors, you or your transferee may not receive such new Rights Certificates in time to enable the Rights holder to complete a sale or exercise by 5:00 p.m., Eastern time, on the Expiration Date. Neither GeoMet nor the Subscription Agent will be liable to a transferor or transferee or any other person for any such delays.

5. Execution.

(a) *Execution by Registered Holder* . The signature on the Rights Certificate must correspond with the name of the registered holder exactly as it appears on the face of the Rights Certificate without any alteration or change whatsoever. Persons who sign the Rights Certificate in a representative or other fiduciary capacity must indicate their capacity when signing and, unless waived by the Subscription Agent in its sole and absolute discretion, must present to the Subscription Agent satisfactory evidence of their authority to so act.

(b) *Execution by Person Other than Registered Holder* . If the Rights Certificate is executed by a person other than the holder named on the face of the Rights Certificate, proper evidence of authority of the person executing the Rights Certificate must accompany the same unless the Subscription Agent, in its discretion, dispenses with proof of authority.

(c) *Signature Guarantees* . Your signature must be guaranteed in Form 5 by an Eligible Institution, unless you are an Eligible Institution.

6. Method of Delivery.

The method of delivery of Rights Certificates and payment of the Subscription Price to the Subscription Agent will be at the election and risk of the Rights holder. If sent by mail, it is recommended that such certificates and payments be sent by overnight courier or by registered mail, properly insured, with return receipt requested, and that a sufficient number of days be allowed to ensure delivery to the Subscription Agent and the clearance of payment prior to 5:00 p.m., Eastern time, on the Expiration Date.

7. Special Provisions Relating to the Delivery of Rights Through the Depository Trust Company.

If your Rights are held of record through DTC or you are a stockholder holding your shares in “street name” with DTC participants, you may exercise your Rights by instructing DTC to transfer your Rights from your account to the account of the Subscription Agent, together with certification as to the aggregate number of Rights you are exercising and the number of shares of preferred stock you are subscribing for under your Rights, if any, and your Subscription Price payment for each share of preferred stock that you subscribed for pursuant to your Rights.

**FORM OF NOTICE OF GUARANTEED DELIVERY
FOR
SUBSCRIPTION RIGHTS CERTIFICATES
ISSUED BY
GEOMET, INC.**

This form, or one substantially equivalent to this form, must be used to exercise the transferable subscription rights (the “Rights”) pursuant to the rights offering (the “Rights Offering”), as described in the prospectus supplement dated July 29, 2010 and the prospectus dated December 8, 2009 (collectively, the “Prospectus”) of GeoMet, Inc., a Delaware corporation (“GeoMet”), if a holder of Rights cannot deliver the certificate(s) evidencing the Rights (the “Rights Certificate(s)”), to the subscription agent listed below (the “Subscription Agent”) at or prior to 5:00 p.m., Eastern time, on August 18, 2010, unless such time is extended by GeoMet as described in the Prospectus (as it may be extended, the “Expiration Date”). Such form must be delivered by hand, first class mail or overnight courier to the Subscription Agent, and must be received by the Subscription Agent on or prior to 5:00 p.m., Eastern time, on the Expiration Date. See “The Rights Offering—Notice of Guaranteed Delivery” in the Prospectus.

Payment of the subscription price of \$10.00 per share (the “Subscription Price”) of GeoMet preferred stock, par value \$0.001 per share, subscribed for upon exercise of such Rights must be received by the Subscription Agent in the manner specified in the section of the Prospectus entitled “The Rights Offering—Method of Payment” at or prior to 5:00 p.m., Eastern time, on the Expiration Date even if the Rights Certificate (s) evidencing such Rights is (are) being delivered pursuant to the guaranteed delivery procedures thereof. See “The Rights Offering—Notice of Guaranteed Delivery” in the Prospectus.

The Subscription Agent is American Stock Transfer & Trust Company, LLC.

For delivery by mail:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
P.O. Box 2042
New York, New York 10272-2042

For delivery by hand or courier:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, New York 11219

Telephone Number for Confirmation:

(877) 248-6417 (toll free)
(718) 921-8317

If you have any questions or require additional copies of relevant documents, please contact the Information Agent, D.F. King & Co., Inc., at (800) 949-2583 (toll free) or (212) 269-5550 (collect).

DELIVERY OF THIS INSTRUMENT TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE DOES NOT CONSTITUTE A VALID DELIVERY.

For this Notice of Guaranteed Delivery to be validly delivered, it must be received by the Subscription Agent at or prior to 5:00 p.m., Eastern time, on the Expiration Date. Deliveries to GeoMet will not be forwarded to the Subscription Agent and therefore will not constitute a valid delivery. In addition, deliveries to The Depository Trust Company will not be forwarded to the Subscription Agent and will not constitute a valid delivery.

Ladies and Gentlemen:

The undersigned hereby represents that the undersigned is the holder of Rights Certificate(s) representing _____ Right(s) and that such Rights Certificate(s) cannot be delivered to the Subscription Agent prior to 5:00 p.m., Eastern time, on the Expiration Date. Upon the terms and subject to the conditions set forth in the Prospectus and the Instructions as to Use of GeoMet, Inc. Subscription Rights Certificates, receipt of which is hereby acknowledged, the undersigned hereby elects to exercise his/her/its subscription right(s) to subscribe for _____ share(s) of preferred stock.

The undersigned understands that payment of the Subscription Price for each share of preferred stock subscribed for pursuant to his/her/its Rights must be received by the Subscription Agent at or prior to 5:00 p.m., Eastern time, on the Expiration Date and represents that such payment, in the aggregate amount of \$ _____ either (check appropriate box):

is being delivered to the Subscription Agent herewith.

or

has been delivered separately to the Subscription Agent in the manner set forth below (check appropriate box and complete information relating thereto):

Wire transfer of funds

Name of transferor institution: _____

Date of transfer: _____

Confirmation number (if available): _____

Certified check

Bank draft (cashier's check)

Name of maker: _____

Date of check or draft: _____

Check or draft number: _____

Bank on which check is drawn: _____

Rights Certificate No(s) (if available) _____

Name(s) of record holder(s) of Rights Certificate _____

Address(es) _____

Telephone number(s), including area code _____

Signature(s) of record holder(s) or authorized signatory/signatories _____

Date _____

(Please type or print except for signature(s))

THE GUARANTEE SET FORTH BELOW MUST BE COMPLETED

If you are signing in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or another acting in a fiduciary or representative capacity, please provide the following information:

Name _____

Capacity _____

Address _____

Telephone number, including area code _____

GUARANTEE OF DELIVERY
(Not To Be Used for Rights Certificate Signature Guarantee)

The undersigned, an "Eligible Guarantor Institution," as such term is defined in Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended, guarantees that the undersigned will deliver to the Subscription Agent the Rights Certificates representing the Rights being exercised hereby, with any required signature guarantee and any other required documents, all within three (3) business days after the date hereof.

Dated: _____

Authorized Signature: _____

Name of Firm: _____

Address: _____

Area Code and Telephone Number: _____

The institution that completes this form must communicate the guarantee to the Subscription Agent and must deliver the Rights Certificate(s) to the Subscription Agent within three (3) business days after the date hereof. Failure to do so could result in a financial loss to such institution.

**FORM OF NOTICE OF GUARANTEED DELIVERY
FOR
SUBSCRIPTION RIGHTS CERTIFICATES
ISSUED BY
GEOMET, INC.**

This form, or one substantially equivalent to this form, must be used to exercise the transferable subscription rights (the "Rights") pursuant to the rights offering (the "Rights Offering"), as described in the prospectus supplement dated July 29, 2010 (the "Prospectus Supplement") to the prospectus dated December 8, 2009, of GeoMet, Inc., a Delaware corporation ("GeoMet"), if a holder of Rights cannot deliver the certificate(s) evidencing the Rights (the "Rights Certificate(s)"), to the subscription agent listed below (the "Subscription Agent") at or prior to 5:00 p.m., Eastern time, on August 18, 2010, unless such time is extended by GeoMet as described in the Prospectus Supplement (as it may be extended, the "Expiration Date"). Such form must be delivered by hand, first class mail or overnight courier to the Subscription Agent, and must be received by the Subscription Agent on or prior to the Expiration Date. See "The Rights Offering—Notice of Guaranteed Delivery" in the Prospectus Supplement.

Payment of the subscription price of \$10.00 per share (the "Subscription Price") of GeoMet's Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share, subscribed for upon exercise of such Rights must be received by the Subscription Agent in the manner specified in the section of the Prospectus Supplement entitled "The Rights Offering—Method of Payment" at or prior to 5:00 p.m., Eastern time, on the Expiration Date even if the Rights Certificate(s) evidencing such Rights is (are) being delivered pursuant to the guaranteed delivery procedures thereof. See "The Rights Offering—Notice of Guaranteed Delivery" in the Prospectus Supplement.

The Subscription Agent is American Stock Transfer & Trust Company, LLC.

For delivery by mail:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
P.O. Box 2042
New York, New York 10272-2042

For delivery by hand or courier:

American Stock Transfer & Trust Company, LLC
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, New York 11219

Telephone Number for Confirmation:

(877) 248-6417 (toll free)
(718) 921-8317

If you have any questions or require additional copies of relevant documents, please contact the Information Agent, D.F. King & Co., Inc., at (800) 949-2583 (toll free) or (212) 269-5550 (collect).

DELIVERY OF THIS INSTRUMENT TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE DOES NOT CONSTITUTE A VALID DELIVERY.

For this Notice of Guaranteed Delivery to be validly delivered, it must be received by the Subscription Agent at or prior to 5:00 p.m., Eastern time, on the Expiration Date. Deliveries to GeoMet will not be forwarded to the Subscription Agent and therefore will not constitute a valid delivery. In addition, delivery to The Depository Trust Company will not be forwarded to the Subscription Agent and will not constitute a valid delivery.

Ladies and Gentlemen:

The undersigned hereby represents that the undersigned is the holder of Rights Certificate(s) representing _____ Right(s) and that such Rights Certificate(s) cannot be delivered to the Subscription Agent prior to 5:00 p.m., Eastern time, on the Expiration Date. Upon the terms and subject to the conditions set forth in the Prospectus Supplement and the Instructions as to Use of GeoMet, Inc. Subscription Rights Certificates, receipt of which is hereby acknowledged, the undersigned hereby elects to exercise his/her/its subscription right(s) to subscribe for _____ share(s) of preferred stock.

The undersigned understands that payment of the Subscription Price for each share of preferred stock subscribed for pursuant to his/her/its Rights must be received by the Subscription Agent at or prior to 5:00 p.m., Eastern time, on the Expiration Date and represents that such payment, in the aggregate amount of \$ _____ either (check appropriate box):

is being delivered to the Subscription Agent herewith.

or

has been delivered separately to the Subscription Agent in the manner set forth below (check appropriate box and complete information relating thereto):

Wire transfer of funds

Name of transferor institution: _____

Date of transfer: _____

Confirmation number (if available): _____

Certified check

Bank draft (cashier's check)

Name of maker: _____

Date of check or draft: _____

Check or draft number: _____

Bank on which check is drawn: _____

Rights Certificate No(s) (if available) _____

Name(s) of record holder(s) of Rights Certificate _____

Address(es) _____

Telephone number(s), including area code _____

Signature(s) of record holder(s) or authorized signatory/signatories _____

Date _____

(Please type or print except for signature(s))

THE GUARANTEE SET FORTH BELOW MUST BE COMPLETED

If you are signing in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or another acting in a fiduciary or representative capacity, please provide the following information:

Name _____

Capacity _____

Address _____

Telephone number, including area code _____

GUARANTEE OF DELIVERY
(Not To Be Used for Rights Certificate Signature Guarantee)

The undersigned, an "Eligible Guarantor Institution," as such term is defined in Rule 17Ad-15 of the Securities Exchange Act of 1934, as amended, guarantees that the undersigned will deliver to the Subscription Agent the Rights Certificates representing the Rights being exercised hereby, with any required signature guarantee and any other required documents, all within three (3) business days after the date hereof.

Dated: _____

Authorized Signature: _____

Name of Firm: _____

Address: _____

Area Code and Telephone Number: _____

The institution that completes this form must communicate the guarantee to the Subscription Agent and must deliver the Rights Certificate(s) to the Subscription Agent within three (3) business days after the date hereof. Failure to do so could result in a financial loss to such institution.

**FORM OF LETTER TO STOCKHOLDERS WHO ARE
RECORD HOLDERS
GEOMET, INC.**

Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share
Offered Pursuant to Subscription Rights Distributed to Stockholders of GeoMet, Inc.

July 29, 2010

Dear Stockholder:

This letter is being distributed by GeoMet, Inc. (the "Company") to all holders of record of shares of its common stock as of the close of business on July 26, 2010 (the "Record Date"), in connection with a distribution in a rights offering (the "Rights Offering") of transferable subscription rights (the "Rights") to subscribe for and purchase shares of the Company's Series A Convertible Redeemable Preferred Stock, par value \$.001 per share (the "preferred stock"). The Rights and the preferred stock are described in the Company's prospectus supplement dated July 29, 2010 and prospectus dated December 8, 2009 (the "Prospectus").

In the Rights Offering, the Company is offering an aggregate of 4,000,000 shares of preferred stock, as described in the Prospectus.

The Rights will expire, if not exercised, at 5:00 p.m., Eastern time, on August 18, 2010, unless extended by the Company as described in the Prospectus (as it may be extended, the "Expiration Date").

As described in the accompanying Prospectus, you will receive one Right for every 9.8656905 shares of common stock owned on the Record Date, subject to adjustment to eliminate fractional rights. Stockholders owning less than 9.8656905 shares of common stock will receive one Right.

Each whole Right entitles you to purchase one (1) share of preferred stock at the cash price of \$10.00 per share (the "Subscription Price"). The Company is not requiring a minimum subscription to complete the Rights Offering.

You will not receive fractional shares of preferred stock or cash in lieu of fractional shares of preferred stock as a result of your exercise of Rights. Stockholders that beneficially own at least one share of common stock, but less than ten shares of common stock, will receive the Right to purchase one share of our preferred stock. Otherwise, fractional Rights will be rounded down to the nearest whole number to ensure that the Company offers no more than 4,000,000 shares of preferred stock in the Rights Offering. For example, if you owned 1,000 shares of common stock as of the Record Date, you would receive 101 Rights (101.36137 rounded down to the nearest whole number), which would entitle you to purchase 101 shares of preferred stock at the subscription price of \$10.00 per share through the exercise of your Rights.

The common stock of the Company is traded on the NASDAQ Global Market ("NASDAQ") under the symbol "GMET." The Rights are transferable, and the Company has applied to list the Rights on NASDAQ under the symbol "GMETR." The Company intends to apply to list the preferred stock on NASDAQ under the symbol "GMETP"; however, the Company will not know until the completion of the Rights Offering whether there will be a sufficient number of holders of the preferred stock to meet the listing standards of NASDAQ. The Rights will be evidenced by Rights certificates (the "Rights Certificates") and may be exercised at any time during the subscription period until 5:00 p.m., Eastern time, on August 18, 2010 (or if the subscription period is extended, on the extended Expiration Date).

Enclosed are copies of the following documents:

1. Prospectus;
2. Rights Certificate;

3. Instructions as to Use of GeoMet, Inc. Subscription Rights Certificates (including a Notice of Guaranteed Delivery for Rights Certificates Issued by GeoMet, Inc.); and

4. A return envelope addressed to American Stock Transfer & Trust Company, LLC, the Subscription Agent.

Your prompt action is requested. To exercise the Rights, you must complete properly and sign the Rights Certificate (or the Notice of Guaranteed Delivery if you are following the Guaranteed Delivery Procedures) and forward it, with payment in full of the Subscription Price for each share of preferred stock subscribed for, to the Subscription Agent, as indicated in the Prospectus Supplement in the Section entitled "The Rights Offering." The Subscription Agent must receive the Rights Certificate or Notice of Guaranteed Delivery with payment in full of the Subscription Price, including final clearance of any checks, prior to 5:00 p.m., Eastern time, on the Expiration Date. **FAILURE TO RETURN THE PROPERLY COMPLETED RIGHTS CERTIFICATE WITH THE CORRECT PAYMENT WILL RESULT IN YOUR NOT BEING ABLE TO EXERCISE YOUR RIGHTS.** A Rights holder cannot change or revoke the exercise of its Rights or request a refund of monies paid. Rights not exercised prior to the Expiration Date will expire.

Additional copies of the enclosed materials may be obtained from D.F. King & Co., Inc., the Information Agent. The Information Agent's telephone number is (212) 269-5550 (collect) or (800) 949-2583 (toll free). Any questions or requests for assistance concerning the Rights Offering should be directed to the Information Agent.

Very truly yours,

GeoMet, Inc.

**FORM OF LETTER TO NOMINEE HOLDERS WHOSE
CLIENTS ARE BENEFICIAL HOLDERS**

GEOMET, INC.

Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share

Offered Pursuant to Subscription Rights
Distributed to Stockholders
of GeoMet, Inc.

July 29, 2010

To Securities Dealers, Commercial Banks, Trust Companies and Other Nominees:

This letter is being distributed to securities dealers, commercial banks, trust companies and other nominees in connection with the offering (the "Rights Offering") by GeoMet, Inc. (the "Company") of shares of the Company's Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share (the "preferred stock"), pursuant to transferable subscription rights (the "Rights") distributed to all holders of record of shares of common stock of the Company as of the close of business on July 26, 2010 (the "Record Date"). The Rights and preferred stock are described in the Company's prospectus supplement dated July 29, 2010 and prospectus dated December 8, 2009 (collectively, the "Prospectus").

In the Rights Offering, the Company is offering an aggregate of 4,000,000 shares of preferred stock, as described in the Prospectus.

The Rights will expire, if not exercised, at 5:00 p.m., Eastern time, on August 18, 2010, unless extended by the Company as described in the Prospectus (as it may be extended, the "Expiration Date").

As described in the Prospectus, each beneficial owner of common stock registered in your name or in the name of your nominee is entitled to one Right for every 9.8656905 shares of common stock owned on the Record Date, subject to adjustment to eliminate fractional rights. Stockholders owning less than 9.8656905 shares of common stock will receive one Right.

Each whole Right entitles the holder thereof to purchase one (1) share of preferred stock at the cash price of \$10.00 per share (the "Subscription Price"). The Company is not requiring a minimum subscription to complete the Rights Offering.

Your clients will not receive fractional shares of preferred stock or cash in lieu of fractional shares of preferred stock as a result of their exercise of Rights. Stockholders that beneficially own at least one share of common stock, but less than ten shares of common stock, will receive the Right to purchase one share of our preferred stock. Otherwise, fractional Rights will be rounded down to the nearest whole number to ensure that the Company offers no more than 4,000,000 shares of preferred stock in the Rights Offering. For example, if your client owned 1,000 shares of common stock as of the Record Date, your client would receive 101 Rights (101.36137 rounded down to the nearest whole number), which would entitle your client to purchase 101 shares of preferred stock at \$10.00 per share through the exercise of the Rights.

The common stock of the Company is traded on the NASDAQ Global Market ("NASDAQ") under the symbol "GMET." The Rights are transferable, and the Company has applied to list the Rights on NASDAQ under the symbol "GMETR." The Company intends to apply to list the preferred stock on NASDAQ under the symbol "GMETP"; however, the Company will not know until the completion of the Rights Offering whether there will be a sufficient number of holders of the preferred stock to meet the listing standards of NASDAQ. The Rights will be evidenced by Rights certificates (the "Rights Certificates") and may be exercised at any time during the subscription period until 5:00 p.m., Eastern time, on August 18, 2010 (or if the subscription period is extended, on the extended Expiration Date).

We are asking persons who hold shares of common stock beneficially and who have received the Rights distributable with respect to those shares through a broker, dealer, commercial bank, trust company or other

nominee, as well as persons who hold certificates of common stock directly and prefer to have such institutions effect transactions relating to the Rights on their behalf, to contact the appropriate institution or nominee and request it to effect the transactions for them. In addition, we are asking beneficial owners who wish to obtain a separate Rights Certificate to contact the appropriate nominee as soon as possible and request that a separate Rights Certificate be issued.

The Company will pay all fees charged by the Subscription Agent, other than fees associated with the sale or transfer of Rights. You are responsible for paying any other commissions, fees, taxes or other expenses incurred in connection with the exercise of the Rights. Neither we nor the Subscription Agent will pay such expenses.

Enclosed are copies of the following documents:

1. Prospectus;
2. Instructions as to Use of GeoMet, Inc. Subscription Rights Certificates (including a Notice of Guaranteed Delivery for Rights Certificates Issued by GeoMet, Inc.);
3. A form of letter which may be sent to your clients for whose accounts you hold shares of common stock registered in your name or the name of your nominee, with an attached form of instruction;
4. Notice of Guaranteed Delivery for Rights Certificates Issued by GeoMet, Inc.;
5. Nominee Holder Certificate for use if exercising rights for more than one client; and
6. A return envelope addressed to American Stock Transfer & Trust Company, LLC, the Subscription Agent.

Your prompt action is requested. To exercise Rights, you should deliver the properly completed and signed Rights Certificate (or Notice of Guaranteed Delivery if you are following the Guaranteed Delivery Procedures), with payment in full of the Subscription Price for each share of preferred stock subscribed for, to the Subscription Agent, as indicated in the Prospectus. The Subscription Agent must receive the Rights Certificate or Notice of Guaranteed Delivery with payment of the Subscription Price, including final clearance of any checks, prior to 5:00 p.m., Eastern time, on the Expiration Date. **FAILURE TO RETURN THE PROPERLY COMPLETED RIGHTS CERTIFICATE WITH THE CORRECT PAYMENT WILL RESULT IN YOUR NOT BEING ABLE TO EXERCISE YOUR RIGHTS.** A Rights holder cannot change or revoke the exercise of its Rights or request a refund of monies paid. Rights not exercised prior to the Expiration Date will expire.

Additional copies of the enclosed materials may be obtained from D.F. King & Co., Inc., the Information Agent. The Information Agent's telephone number is (212) 269-5550 (collect) or (800) 949-2583 (toll free). Any questions or requests for assistance concerning the Rights Offering should be directed to the Information Agent.

Very truly yours,

GeoMet, Inc.

NOTHING IN THE PROSPECTUS OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE YOU OR ANY PERSON AS AN AGENT OF GEOMET, INC., THE SUBSCRIPTION AGENT OR ANY OTHER PERSON MAKING OR DEEMED TO BE MAKING OFFERS OF THE SECURITIES ISSUABLE UPON VALID EXERCISE OF THE RIGHTS, OR AUTHORIZE YOU OR ANY OTHER PERSON TO MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE RIGHTS OFFERING EXCEPT FOR STATEMENTS CONTAINED OR INCORPORATED BY REFERENCE INTO THE PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS, OR IN ANY RELATED FREE WRITING PROSPECTUS THAT HAS BEEN OR WILL BE FILED BY THE COMPANY OR ON THE COMPANY'S BEHALF WITH THE SECURITIES AND EXCHANGE COMMISSION.

FORM OF LETTER TO CLIENTS OF NOMINEE HOLDERS
GEOMET, INC.

Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share
Offered Pursuant to Subscription Rights
Distributed to Stockholders of
GeoMet, Inc.

July 29, 2010

To Our Clients:

Enclosed for your consideration are a prospectus supplement dated July 29, 2010 and prospectus dated December 8, 2009 (collectively, the "Prospectus"), and the "Instructions as to Use of GeoMet, Inc. Subscription Rights Certificates" relating to the offering (the "Rights Offering") by GeoMet, Inc. (the "Company") of shares of the Company's Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share (the "preferred stock"), pursuant to transferable subscription rights (the "Rights") distributed to all holders of record of shares of common stock as of the close of business on July 26, 2010 (the "Record Date"). The Rights and the preferred stock are described in the Prospectus.

In the Rights Offering, the Company is offering an aggregate of 4,000,000 shares of preferred stock, as described in the Prospectus.

The Rights will expire, if not exercised, prior to 5:00 p.m., Eastern time, on August 18, 2010, unless extended by the Company as described in the Prospectus (as it may be extended, the "Expiration Date").

As described in the accompanying Prospectus, you will receive one Right for every 9.8656905 shares of common stock carried by us in your account as of the close of business on the Record Date.

Each Right entitles you to purchase one share of preferred stock at the cash price of \$10.00 per share. The Company is not requiring a minimum subscription to complete the Rights Offering.

You will not receive fractional shares of preferred stock or cash in lieu of fractional shares of preferred stock as a result of your exercise of Rights. Stockholders that beneficially own at least one share of common stock, but less than ten shares of common stock, will receive the Right to purchase one share of our preferred stock. Otherwise, fractional Rights will be rounded down to the nearest whole number to ensure that the Company offers no more than 4,000,000 shares of preferred stock in the Rights Offering. For example, if you owned 1,000 shares of common stock on the Record Date, you would receive 101 Rights (101.36137 rounded down to the nearest whole number), which would entitle you to purchase 101 shares of preferred stock at the subscription price of \$10.00 per share through the exercise of your Rights.

The common stock of the Company is traded on the NASDAQ Global Market ("NASDAQ") under the symbol "GMET." The Rights are transferable, and the Company has applied to list the Rights on NASDAQ under the symbol "GMETR." The Company intends to apply to list the preferred stock on NASDAQ under the symbol "GMETP"; however, the Company will not know until the completion of the Rights Offering whether there will be a sufficient number of holders of the preferred stock to meet the listing standards of NASDAQ. The Rights will be evidenced by Rights certificates (the "Rights Certificates"), which will be transferable during the subscription period until 4:00 p.m., Eastern time, on August 18, 2010 (or if the subscription period is extended, on the extended Expiration Date).

THE MATERIALS ENCLOSED ARE BEING FORWARDED TO YOU AS THE BENEFICIAL OWNER OF COMMON STOCK CARRIED BY US IN YOUR ACCOUNT BUT NOT REGISTERED IN YOUR NAME. EXERCISES AND SALES OF RIGHTS MAY BE MADE ONLY BY US AS THE RECORD OWNER AND PURSUANT TO YOUR INSTRUCTIONS.

Enclosed are copies of the following documents:

1. Prospectus;
2. Instructions as to Use of GeoMet, Inc. Subscription Rights Certificates; and
3. A Beneficial Owner Election Form.

Accordingly, we request instructions as to whether you wish us to elect to subscribe for any shares of preferred stock to which you are entitled pursuant to the terms and subject to the conditions set forth in the enclosed Prospectus or if you wish us to sell the Rights to which you are entitled. However, we urge you to read the documents carefully before instructing us to exercise or sell your Rights.

If you wish to have us, on your behalf, exercise or sell the Rights for any shares of preferred stock to which you are entitled, please so instruct us by completing, executing and returning to us the Beneficial Owner Election Form attached hereto.

Your instructions to us should be forwarded as promptly as possible in order to permit us to exercise or sell Rights on your behalf in accordance with the provisions of the Rights Offering. The Rights Offering will expire at 5:00 p.m., Eastern time, on the Expiration Date. Once you have exercised your Rights, such exercise may not be changed or revoked and you may not request a refund of monies paid.

Additional copies of the enclosed materials may be obtained from D.F. King & Co., Inc., the Information Agent. The Information Agent's telephone number is (212) 269-5550 (collect) or (800) 949-2583 (toll free). Any questions or requests for assistance concerning the Rights Offering should be directed to the Information Agent.

Very truly yours,

[Name of Nominee]

NOMINEE HOLDER CERTIFICATION

The undersigned, a bank, broker, trustee, depository or other nominee holder of subscription rights (the “Rights”) to purchase shares of Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share (the “preferred stock”), of GeoMet, Inc. (the “Company”) pursuant to the rights offering described in the Company’s prospectus supplement dated July 29, 2010 to its prospectus dated December 8, 2009 (the “Rights Offering”), hereby certifies to the Company and to American Stock Transfer & Trust Company, LLC, as subscription agent for the Rights Offering, that the undersigned has:

- (1) exercised the number of Rights specified below on behalf of beneficial owners (which may include the undersigned); and
- (2) listed separately below for each beneficial owner (without identifying the beneficial owner) the number of Rights each beneficial owner has elected to exercise.

The undersigned further certifies that each subscriber for whose account the undersigned is subscribing for shares of preferred stock was a bona fide beneficial owner of common stock of the Company as of the close of business on July 26, 2010, the record date for the Rights Offering, and that such beneficial ownership is reflected on the undersigned’s records. The undersigned agrees to provide the Company or its designee with such additional information as the Company deems reasonably necessary to verify the foregoing.

Number of Shares of Common Stock Owned on the Record Date	Number of Rights Exercised
1.	
2.	
3.	
4.	
5.	
6.	
7.	
8.	
9.	

Provide the following information if applicable:

Depository Trust Company ("DTC")

Participant Name: _____

DTC Participant Number: _____

DTC Subscription Confirmation Number (s): _____

Name of Nominee Holder: _____

Address of Nominee Holder: _____

By: _____

Name: _____

Title: _____

Dated _____, 2010

BENEFICIAL OWNER ELECTION FORM

The undersigned acknowledges receipt of your letter and the enclosed materials relating to the grant of transferable subscription rights (the "Rights") to purchase shares of Series A Convertible Redeemable Preferred Stock, par value \$0.001 per share (the "preferred stock"), of GeoMet, Inc. (the "Company").

This will instruct you whether to exercise Rights to purchase shares of preferred stock or sell such Rights held by you for the account of the undersigned, pursuant to the terms and subject to the conditions set forth in the Company's prospectus supplement dated July 29, 2010 to its prospectus dated December 8, 2009 (collectively, the "Prospectus") and the related "Instructions as to Use of GeoMet, Inc. Subscription Rights Certificates."

I (we) hereby instruct you as follows:

(CHECK THE APPLICABLE BOXES AND PROVIDE ALL REQUIRED INFORMATION)

Box 1. Please DO NOT EXERCISE RIGHTS for shares of preferred stock.

Box 2. Please EXERCISE RIGHTS for shares of preferred stock as set forth below:

A. Subscription Rights. Number of Rights that may be exercised:

$$\frac{\text{____}}{\text{(No. of shares of common stock held on Record Date)}} \div 9.8656905 = \frac{\text{____}}{\text{(No. of Rights, rounding down to the nearest whole number)}}$$

B. Preferred Stock. Number of shares of preferred stock being purchased:

$$\frac{\text{____}}{\text{(No. of Rights)}} \times \frac{1}{\text{(Ratio)}} = \frac{\text{____}}{\text{(No. of shares of Preferred Stock)}}$$

C. Total Payment Required (or amount provided with Notice Guaranteed Delivery):

$$\frac{\text{____}}{\text{(No. of shares of preferred stock being purchased in Line B)}} \times \$10.00 \text{ (Exercise Price)} = \$ \frac{\text{____}}{\text{(Total Payment)}}$$

I am (we are) making the total purchase price payment required in the following manner:

Box 3. Payment in the following amount is enclosed: \$ _____; or

Box 4. Please deduct payment of \$ _____ from the following account maintained by you as follows:

Type of Account Account No.

(The total of Box 3 and Box 4 must equal the total payment specified on line "C" above.)

I (we) on my (our) own behalf, or on behalf of any person(s) on whose behalf, or under whose directions, I am (we are) signing this form:

- irrevocably elect to purchase the number of shares of preferred stock indicated above upon the terms and conditions specified in the Prospectus;
- agree that if I (we) fail to pay for the shares of preferred stock I (we) have elected to purchase, you may exercise any remedies available to you under law; and
- understand that my (our) exercise of Rights may not be withdrawn.

Box 5. Please sell _____ of my (our) Rights. I (we) have enclosed my (our) Rights Certificate with Form 2 thereof signed, but otherwise left blank.

Name of beneficial owner(s):

Signature of beneficial owner(s):

If you are signing in your capacity as a trustee, executor, administrator, guardian, attorney-in-fact, agent, officer of a corporation or another acting in a fiduciary or representative capacity, please provide the following information:

Name:

Capacity:

Address (including Zip Code):

Telephone Number:
