

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GEOMET, INC.**

Pursuant to Section 242 of the
General Corporation Law of
the State of Delaware

GeoMet, Inc. (the "Corporation"), a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting the text of ARTICLE IX thereof in its entirety and inserting the following in lieu thereof:

"Reserved."

2. This amendment to the Amendment and Restated Certificate of Incorporation was duly adopted by the Board of Directors and by the stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, GeoMet, Inc. has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed on this 9th day of October, 2014.

GEOMET, INC.

By: /s/ Tony Oviedo
Name: Tony Oviedo
Title: Chief Financial Officer