

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Valcent Products inc.
1010-789 West Pender Street
Vancouver BC V6C 1H2

Item 2. Date of Material Change(s)

December 2, 2008

Item 3. News Release

Not Applicable.

Item 4. Summary of Material Change

December 5, 2008
Valcent Products Inc. and Global Green Solutions Inc. have agreed to extend by 120 days the closing of the agreement dated September 26, 2008 for Global Green Solutions Inc to sell its 50% ownership interest in Vertigro Algae Technologies LLC to Valcent Products Inc.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See attachment

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

For further information, please contact George Orr, at (604-606-7979

Item 9. Date of Report

This report is dated December 10, 2008

FORM 6-K

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

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934

For the month of December 2008

Commission File Number: 000-30850



Valcent Products Inc.

—
**789 West Pender Street
Suite 1010
Vancouver, BC, Canada V6C 1H2**

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes ☐ No ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes ☐ No ☒

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

December 5, 2008

Valcent Products Inc. and Global Green Solutions Inc. have agreed to extend by 120 days the closing of the agreement dated September 26, 2008 for Global Green Solutions Inc to sell its 50% ownership interest in Vertigro Algae Technologies LLC to Valcent Products Inc.

Exhibit Index

Exhibit Number	Description of Exhibit
10.1	Addendum to the purchase and sale agreement dated September 26, 2008

SIGNATURES

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

Valcent Products, Inc.

Date: December 5, 2008

By: /s/ George Orr
Name: George Orr
Title: Director

**Addendum to the Purchase and Sale Agreement Dated September 26, 2008
between Valcent USA, Inc. (the "Purchaser"), Global Green Solutions Inc. (the
"Seller"), and Vertigro Algae Technologies LLC (the "Company"), (collectively
the "Parties") (the "Agreement")**

The Parties hereby agree to amend item 2. (b) of the Agreement such that the closing of the Purchase (the "Closing") shall take place at 10:00 a.m. Pacific Time on the first business day that is 180 days from the date of the Agreement, or on such date and time as the Parties may otherwise mutually agree (the "Closing Date").

All other terms and conditions of the Agreement remain in effect and unchanged.

This Addendum may be executed in separate counterparts each of which will be an original and all of which taken together will constitute one and the same Addendum.

In WITNESS WHEREOF, the Parties have executed this Addendum to the Agreement as of December 5, 2008.

Purchaser:

Valcent USA, Inc.

By: "Gerry Jardine"
Name: Gerry Jardine
Title: Director

Seller:

Global Green Solutions Inc.

By: "Elden Schorn"
Name: Elden Schorn
Title: Chairman of the Board

Company:

Vertigro Algae Technologies, LLC

By: "F. George Orr"
Name: F. George Orr
Title: Director

By: "Elden Schorn"
Name: Elden Schorn
Title: Director