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September 30, 2019

Reference: 46232/94

VIA SEDAR

The Manitoba Securities Commission, as principal regulator
Autorité des marchés financiers
Alberta Securities Commission
British Columbia Securities Commission
Saskatchewan Financial Services Commission
Nova Scotia Securities Commission
New Brunswick Securities Commission
Ontario Securities Commission
Securities Office, Prince Edward Island
Newfoundland and Labrador Securities Commission
Office of the Superintendent of Securities, Northwest Territories
Office of the Superintendent of Securities, Nunavut
Superintendent of Securities, Yukon

Dear Sirs/Mesdames:

Re: Great-West Lifeco Inc. (the “Corporation”)
re: Final Short Form Base Shelf Prospectus dated September 30, 2019

We refer to the final short form base shelf prospectus dated September 30, 2019 (the “**Prospectus**”) of the Corporation relating to an unallocated offer of debt securities (unsecured), first preferred shares, common shares and subscription receipts of the Corporation, or any combination thereof.

We hereby consent to the reference to our name on the cover page of the Prospectus and under the heading “Legal Matters” in the Prospectus.

Yours very truly,

(signed) BLAKE, CASSELS & GRAYDON LLP

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