

GREAT-WEST LIFECO INC.
100 Osborne Street North
Winnipeg, Manitoba
R3C 1V3

September 13, 2019

VIA SEDAR

The Manitoba Securities Commission, as Principal Regulator

Dear Sirs/Mesdames:

Re: Great-West Lifeco Inc.
Re: Preliminary Short Form Base Shelf Prospectus
Re: Qualification Certificate

In connection with the filing of a preliminary short form base shelf prospectus of Great-West Lifeco Inc. (the “Filer”) dated September 13, 2019 and in accordance with clause 4.1(a)(ii) of National Instrument 44-101 - *Short Form Prospectus Distributions* (“NI 44-101”) and clause 2.2(1) of National Instrument 44-102 *Shelf Distributions*, the Filer hereby:

- (A) advises that it is qualified to file a prospectus in the form of a short form prospectus base shelf pursuant to section 2.2 of NI 44-101 and clause 2.2(1) of NI 44-102; and
- (B) (I) certifies that all of the qualification criteria in section 2.2 of NI 44-101 and clause 2.2(1) of NI 44-102 have been satisfied; and
- (II) all of the material incorporated by reference in the preliminary short form base shelf prospectus and not previously filed is being filed with the preliminary short form base shelf prospectus.

Yours truly,
GREAT-WEST LIFECO INC.

(signed) “Garry MacNicholas”

Name: Garry MacNicholas

Title: Executive Vice-President and
Chief Financial Officer