

GREAT-WEST LIFECO INC.

100 Osborne Street North
Winnipeg, Manitoba
R3C 1V3

December 5, 2023

To: The Manitoba Securities Commission, as Principal Regulator under the Passport System

And to: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Autorité des marchés financiers
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities (Prince Edward Island)
Office of the Superintendent of Securities Service Newfoundland and Labrador
Office of the Superintendent of Securities (Yukon Territory)
Northwest Territories Securities Office
Nunavut Securities Office

Dear Sirs/Mesdames:

Re: Short Form Base Shelf Prospectus of Great-West Lifeco Inc. (the “Issuer”) dated December 5, 2023 (the “Base Shelf Prospectus”)

Please be advised that the Issuer is relying on Amended Blanket Order 44-501 – *Exemption from Certain Prospectus Requirements for Well-Known Seasoned Issuers* of the Manitoba Securities Commission (the “**Manitoba Order**”), Ontario Instrument 44-501 – *Certain Prospectus Requirements for Well-Known Seasoned Issuers (Interim Class Order)*, as amended by OSC Rule 44-502 – *Extension to Ontario Instrument 44-501 – Certain Prospectus Requirements for Well-Known Seasoned Issuers (Interim Class Order)* (the “**Ontario Order**”) and equivalent orders or instruments, as amended, extended or varied, in each of the other provinces and territories of Canada as contemplated by CSA Staff Notice 44-306 *Blanket Orders Exempting Well-known Seasoned Issuers from Certain Prospectus Requirements* (together with the Manitoba Order and the Ontario Order, the “**Orders**”) with respect to the filing of its Base Shelf Prospectus. This letter is delivered pursuant to paragraph 1(l) of the Manitoba Order and the equivalent of such paragraph in each of the Orders.

The Issuer satisfies the definition of “well-known seasoned issuer” or “WKSI” in the Orders by virtue of the fact that, as of December 4, 2023, the Issuer’s public float (as defined in the Orders) of outstanding listed equity securities was approximately \$11,943,145,745.

The Issuer is eligible to file a short form prospectus in reliance on section 2.2 of National Instrument 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”).

For and on behalf of the Issuer, and without personal liability, the undersigned certifies that:

- (a) the Issuer meets the definition of a WKSI (as defined in the Orders) as of a date within 60 days preceding the date hereof;

- (b) the Issuer is and has been a reporting issuer in at least one jurisdiction of Canada for 12 months;
- (c) the Issuer is eligible to file a short form prospectus and has satisfied the criteria of section 2.2 of NI 44-101;
- (d) the Issuer has satisfied the requirements to be qualified to file a short form prospectus under section 2.8 of NI 44-101;
- (e) the Issuer does not have mining operations;
- (f) the Issuer is not an ineligible issuer (as defined in the Orders);
- (g) the Issuer is not an investment fund;
- (h) the Issuer has no outstanding asset-backed securities;
- (i) the Base Shelf Prospectus:
 - (i) complies with the requirements of National Instrument 41-101 – *General Prospectus Requirements*, NI 44-101, and National Instrument 44-102 – *Shelf Distributions* (except as provided in paragraphs 2 and 3 of the Manitoba Order and the equivalent of such paragraphs in each of the other Orders);
 - (ii) does not qualify the distribution of any asset-backed security;
 - (iii) includes as part of the basic disclosure about the distribution the following statement on the cover page: “filed in reliance on an exemption from the preliminary base shelf prospectus requirement for a well-known seasoned issuer”; and
 - (iv) includes cover page disclosure confirming that the Issuer qualifies as a WKSI and the date of that determination;
- (j) concurrently with the filing of the Base Shelf Prospectus and this letter, the Issuer has paid the fee otherwise required for the filing of a preliminary short form prospectus; and
- (k) the Issuer has delivered to the regulator any personal information forms that would be required under section 4.1 of NI 44-101 if the Issuer were filing a preliminary short form prospectus.

If you have any questions or require further information in respect of the foregoing, please do not hesitate to contact Eric Moncik, the external legal counsel of the undersigned at 416-863-2536 or eric.moncik@blakes.com.

[The remainder of this page has been intentionally left blank]

Yours truly,

GREAT-WEST LIFECO INC.

By: *(Signed) Garry MacNicholas*

Name: Garry MacNicholas

Title: Executive Vice-President and Chief
Financial Officer