

Readers are referred to the cautionary note regarding Forward-Looking Information at the end of this release.

**Great-West Lifeco Announces offer to Acquire
GREATs and CLiCS and Debenture Offering**

WINNIPEG, November 9, 2009 . . . Great-West Lifeco Inc. (Lifeco) announced today that it is making an offer to acquire (the "Offer") up to 170,000 of the outstanding Great-West Life Trust Securities – Series A ("GREATs") of Great-West Life Capital Trust and up to 180,000 of the outstanding Canada Life Capital Securities – Series A ("CLiCS") of Canada Life Capital Trust. If more than 170,000 GREATs or 180,000 CLiCS are tendered to the Offer, the tenders will be subject to pro ration.

Lifeco also announced today that it has entered into an agreement with a syndicate of agents co-led by RBC Capital Markets and BMO Capital Markets for the sale of \$200 million aggregate principal amount of debentures on an agency basis (the "Debentures").

Pursuant to the Offer, holders of GREATs and CLiCS will have the opportunity to tender all or a portion of their GREATs and/or CLiCS, as applicable, for the applicable GREATs or CLiCS purchase price payable, at the election of the depositing securityholder, either in (a) cash, or (b) debentures with a term to maturity of approximately 30 years plus cash equal to the amount, if any, by which the GREATs purchase price (described below) or CLiCS purchase price (described below), as the case may be, exceeds the debenture price (described below).

The purchase price for the GREATs will provide a yield on each GREATs to December 31, 2012 equal to the yield of the 2% Government of Canada bond due September 1, 2012, as determined one business day prior to the expiration of the Offer, plus a spread of 1.20%. The purchase price for the CLiCS will provide a yield on each CLiCS to June 30, 2012 equal to the yield of the 3.75% Government of Canada bond due June 1, 2012, as determined one business day prior to the expiration of the Offer, plus a spread of 1.05%. In addition, the debentures to be issued under the Offer will provide a yield to maturity equal to the yield to maturity of a 5% Government of Canada due June 1, 2037 plus an equivalent credit spread to the Debentures to be determined and included in the Offer to Purchase and Circular to be mailed to all holders of the GREATs and CLiCS shortly.

The Company will publicly announce the determination of the purchase prices for the GREATs and the CLiCS as well as other details regarding the debentures offered as consideration payable for the GREATs and CLiCS by way of a news release and will post such release on the Company's website not later than 5:00 p.m. (Toronto time) on the business day immediately prior to the expiration date of the Offer (such date currently expected to be December 15, 2009).

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The take up of GREATs and CLiCS tendered to the Offer for cash will be financed from the Company's existing cash reserves. If the Offer is fully taken up the Company will acquire approximately 48.6% of the outstanding GREATs and 60% of the outstanding CLiCS. GREATs and CLiCS acquired pursuant to the Offer will not be cancelled and will remain outstanding.

Computershare Investor Services Inc. will serve as the depository. Details of the Offer will be provided in an offer to purchase and issuer bid circular which is expected to be mailed to all holders of GREATs and CLiCS on or about November 11, 2009. The Offer will expire at 5:00 p.m. on or about December 16, 2009, or such later time and date to which the Offer may be extended by the Company.

None of the Company, its board of directors, Great-West Life Capital Trust or Canada Life Capital Trust or their respective administrative agents makes any recommendation to holders of GREATs and holders of CLiCS as to whether to deposit or refrain from depositing their GREATs and/or CLiCS, as applicable, under the Offer.

Great-West Lifeco Inc. (TSX:GWO) is a financial services holding company with interests in the life insurance, health insurance, retirement savings, investment management and reinsurance businesses. The Company has operations in Canada, the United States, Europe and Asia through The Great-West Life Assurance Company, London Life Insurance Company, The Canada Life Assurance Company, Great-West Life & Annuity Insurance Company and Putnam Investments, LLC. Lifeco and its companies have nearly \$455 billion in assets under administration and are members of the Power Financial Corporation group of companies.

Cautionary note regarding Forward-Looking Information

This release contains some forward-looking statements about the Company, including its business operations, strategy and expected financial performance and condition. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" or negative versions thereof and similar expressions. In addition, any statement that may be made concerning future financial performance (including revenues, earnings or growth rates), ongoing business strategies or prospects, possible future Company action including statements made by the Company with respect to the expected benefits of acquisitions or divestitures are also forward-looking statements. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company, economic factors and the financial services industry generally, including the insurance and mutual fund industries. They are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied by forward-looking statements made by the Company due to, but not limited to, important factors such as sales levels, premium income, fee income, expense levels, mortality experience, morbidity experience, policy lapse rates and taxes, as well as general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government regulations, unexpected judicial or regulatory proceedings, catastrophic events, and the Company's ability to complete strategic transactions and integrate acquisitions.

The reader is cautioned that the foregoing list of important factors is not exhaustive, and there may be other factors, including factors set out under "Risk Management and Control Practices" in the Company's 2008 Annual Management's Discussion and Analysis and any listed in other filings with securities regulators, which are available for review at www.sedar.com. The reader is also cautioned to consider these and other factors carefully and to not place undue reliance on forward-looking statements. Other than as specifically required by applicable law, the Company has no intention to update any forward-looking statements whether as a result of new information, future events or otherwise.

Not for distribution to U.S. news wire services or dissemination in the United States.

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For more information contact:

Marlene Klassen, APR
Assistant Vice-President, Communication Services
(204) 946-7705