NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual Meeting of the Shareholders (the "**Meeting**") of Roots Corporation ("**Roots**" or the "**Company**") will be held on Thursday, July 20, 2023 at 10:00 a.m. (Toronto time) by way of virtual-only meeting via live webcast.

Meeting Business

The Meeting will be held for the following purposes:

1. to receive the annual consolidated financial statements of Roots for the fiscal year ended January 28, 2023, and the auditors' report thereon;
2. to elect members of the Board of Directors of Roots (see "Business to be Transacted at the Meeting – Election of the Board of Directors");
3. to re-appoint Roots' auditors and to authorize the directors to fix the auditors' compensation (see "Business to be Transacted at the Meeting – Appointment of the Auditors"); and
4. to transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

Record Date

You have the right to receive notice of and vote at the Meeting as set out in the accompanying Management Information Circular (the "**Circular**") if you are a holder ("**Shareholder**") of common shares of Roots ("**Shares**") as of the close of business on May 30, 2023.

Meeting Format

The Company will be holding the Meeting exclusively via live webcast. Shareholders and duly appointed proxyholders will be able to listen to, participate in, ask questions, and vote at the Meeting in real time through a web-based platform instead of attending the Meeting in person. The Company hopes that hosting the Meeting virtually will help enable greater participation by allowing Shareholders from all geographical locations (including those who might not otherwise be able to travel to a physical meeting) to attend the Meeting online.

You can attend the Meeting by joining the live webcast online at http://www.meetnow.global/MN6KFJY. See "Voting Information" in the accompanying Circular for detailed instructions on how to attend and vote at the Meeting.

Management currently intends on only proceeding with the formal items of business of the Meeting without any opening remarks or subsequent management presentations. However, Shareholders will still have the opportunity to submit questions during the Meeting through the live webcast.

Notice and Access

The Company is using the "Notice and Access" procedure adopted by the Canadian Securities Administrators for the delivery of the Circular to both its registered and non-registered Shareholders. Under the Notice and Access procedure, you are still entitled to receive a form of proxy (or voting instruction form) enabling you to vote at the Meeting. However, instead of a paper copy of the Circular, you are receiving this notice of meeting that contains information about how to access the Circular electronically. The principal benefit of the Notice and Access procedure is that it reduces costs and the environmental impact of producing and distributing paper copies of documents in large quantities. Shareholders who have consented to electronic delivery of materials are receiving this notice of meeting in an electronic format.

The Circular and the accompanying form of proxy (or voting instruction form) provide additional information concerning the matters to be dealt with at the Meeting. You should access and review all information contained in the Circular before voting.

Shareholders with questions about the Notice and Access procedure can call Computershare Investor Services Inc. ("**Computershare**") toll free at 1-866-964-0492 or by going to: www.computershare.com/noticeandaccess.

Websites Where the Meeting Materials are Posted

The Circular can be viewed online on the Company's website at investors.roots.com or under the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

How to Obtain a Paper Copy of the Circular

All Shareholders may request that a paper copy of the Circular be mailed to them at no cost for up to one year from the date that the Circular was filed on SEDAR.

Shareholders with a 15-digit Control Number may request a paper copy of the Circular at any time prior to the Meeting by calling 1-866-962-0498 (North America) or 514-982-8716 (from outside North America) and following the instructions. If you do not have a 15-digit Control Number and wish to request a paper copy of the Circular, please contact Computershare toll free at 1-800-564-6253 and a copy will be delivered to you.

All requests must be received by July 7, 2023 (i.e., at least seven business days in advance of the date and time specified in your form of proxy or voting instruction form as the voting deadline for the Meeting) if you would like to receive the Circular in advance of the voting deadline and Meeting date.

To obtain paper copies of the Circular after the Meeting date, please contact Roots Investor Relations at 1-844-762-2343.

Your Vote is Important

As a Shareholder, it is important that you read the accompanying Management Information Circular carefully.

You are entitled to vote either by proxy or at the Meeting by online ballot through the live webcast platform. If you are unable to attend the Meeting, you are requested to vote your Shares online or by using the enclosed form of proxy or voting instruction form.

Registered Shareholders (whose Shares are registered in their name) may vote in advance of the Meeting by telephone, on the internet or by mail in accordance with the instructions set out on the proxy form accompanying this Circular. For voting by mail, registered Shareholders should complete and sign their proxy form and return it to Roots' transfer agent, Computershare Investor Services Inc.,100 University Avenue, 8th Floor, North Tower, Toronto, Ontario, M5J 2Y1, Canada, Attention: Proxy Department, by no later than 10:00 a.m. (Toronto time) on July 18, 2023.

Non-registered beneficial Shareholders (whose Shares are held indirectly through an intermediary such as a bank, trust company, securities broker or other intermediary) should review the voting instruction form provided by their intermediary, which sets out the procedures to be followed for voting common shares held through intermediaries.

If you wish to appoint a proxyholder other than Erol Uzumeri or Dale H. Lastman, each of whom is a director of Roots, you must visit http://www.computershare.com/Roots and provide Computershare with your proxyholder's contact information, so that Computershare may provide the proxyholder with an Invite Code via email. This applies to both registered and non-registered Shareholders. Without an Invite Code, your proxyholder will not be able to vote at the Meeting.

Roots believes that the ability to participate in the Meeting in a meaningful way remains important despite the decision to hold this year's Meeting through electronic means. Shareholders will have substantially the same opportunity to vote and submit questions on matters of business at the Meeting as in past years when the annual shareholders' meeting was held in person.

For those that plan on accessing the live webcast, please allow ample time prior to the Meeting. The Meeting will begin promptly at 10:00 a.m. (Toronto time) on Thursday, July 20, 2023, unless otherwise adjourned or postponed. Once logged in to the webcast, it is important to remain connected to the internet for the duration of the Meeting.

By Order of the Board of Directors,

Meghan C. Roach

Toronto, Ontario
June 7, 2023

Meghan Roach
President and Chief Executive Officer