

**ANNUAL MEETING OF STOCKHOLDERS OF
CAS MEDICAL SYSTEMS, INC.**

June 23, 2015

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NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS:

The Notice of Meeting, Proxy Statement, Proxy Card, and Annual Report are available at www.casmed.com.

Please sign, date, and mail
your proxy card in the
envelope provided as soon
as possible.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS
AND "FOR" PROPOSALS 2, 3, AND 4.**

PLEASE SIGN, DATE, AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE: .

1. Election of seven directors.

FOR ALL NOMINEES

NOMINEES:

- Alan W. Milinazzo
- Paul A. Molloy
- Thomas M. Patton
- Gregory P. Rainey
- James E. Thomas
- Kathleen A. Tune
- Kenneth R. Weisshaar

WITHHOLD AUTHORITY
FOR ALL NOMINEES

FOR ALL EXCEPT
(See instructions below.)

INSTRUCTION: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: .

2. Approval of an amendment to the Certificate of Incorporation to increase the authorized number of shares of common stock from 40,000,000 to 60,000,000.

FOR AGAINST ABSTAIN

3. Advisory approval of the compensation of our named executive officers.

FOR AGAINST ABSTAIN

4. Ratification of appointment of independent accountants for 2015.

FOR AGAINST ABSTAIN

To transact such other matters as may properly come before the meeting caused by any adjournment or any postponement of the meeting.

This proxy, when properly executed, will be voted in the manner directed by the undersigned stockholder(s). If no direction is made, this proxy will be voted FOR Proposals 1, 2, 3, and 4. Please sign exactly as name appears on the left.

PLEASE MARK, SIGN, DATE, AND RETURN THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder Date: Signature of Stockholder Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee, or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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CAS MEDICAL SYSTEMS, INC.

44 East Industrial Road, Branford, Connecticut 06405

This Proxy is Solicited on Behalf of the Board of Directors

The undersigned hereby appoints James E. Thomas and Thomas M. Patton, and each of them, as the true and lawful attorneys, agents, and proxies of the undersigned, each with full power of substitution, to represent and vote all shares of CAS Medical Systems, Inc. held of record by the undersigned on April 27, 2015, at the Annual Meeting of Stockholders to be held on June 23, 2015, and at any adjournment thereof, as specified on the reverse side of this proxy card and in their discretion upon such other matters as may properly come before such Annual Meeting and at any adjournment thereof. Any and all proxies heretofore given are hereby revoked.

(Continued and to be signed on the reverse side)