

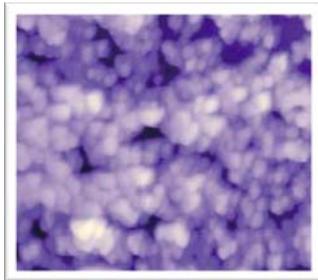
THE COMPANY

Meridian Sciences, Inc., a Nevada Corporation, (“MSI”, or the “Company”) is licensing customers to manufacture, market, sell and use *Meridian Crystals™* (“MC”), electrically-charged, nanometer-sized, *stable water clusters*: these catalytic particles can provide significant benefits for a wide variety of products and industrial applications. MC is produced by novel proprietary processes owned by MSI that are the subject of U.S. and foreign patent applications.

BACKGROUND OVERVIEW

MSI’s proprietary processes for production of MC have been developed over more than a decade of research and development regarding a previously undiscovered “phase-change” of water (as opposed to known liquid, ice and steam phase-changes) that causes the formation of stable MC particles.

These particles have been photographed using an Atomic Force Microscope.



MC shown are 30 nanometers

We believe that the discovery of this phase-change and resulting MC particles has the potential to be compared to the discovery of the transistor, which changed the fabric of electronics and ushered in the age of cell phones and the internet.

The MC particle, simple in structure and geometry, is expected to create vast changes in both physical and biological industrial processes. Battery-like in nature, the polar-charged (plus/minus), nanometer-sized particle could potentially be utilized in a multitude of hitherto toxic and expensive catalytic processes.

We believe that this discovery will not only open the door to a multitude of industrial processes, but will also lay the groundwork for a new comprehension of biological systems, including the human body - a discovery that can potentially lead to a renaissance in the treatment of many life-threatening illnesses.

Finally, we believe that it is credible to hypothesize that MC is the “first” phase of water-in other words, an undiscovered transitional phase where water forms a solid, stable particle (MC), and that this transition could have been relevant to the very beginning of biological life billions of years ago.



Atomic Microscope image shows
MC forming Double Helix.
Vertical scale is 20 microns

MERIDIAN CRYSTAL NANO-TECHNOLOGY

Industrial Processes

The Company believes that the polar (plus-minus) nature of the nanometer-sized MC will enhance the efficiency of a multitude of industrial processes and products. For example, when blended with oil refinery feedstock, independent testing indicates a multiple-fold reduction in coke formation and a concurrent significant increase in the production of marketable distillates. Since MC remains stable at high temperatures, it can be blended directly into oil refinery feedstock (rather than refined fuels), thereby producing MC-blended refined products that have significantly lower pollution gas emissions and have significantly higher fuel efficiency.

Independent testing also indicates that when MC is blended with hydrocarbon-based refined fuels (diesel, gasoline, and jet fuel), the results are a significant reduction of combustion pollutants and significant increases in fuel economy; there is therefore the potential for significant MC concentrate sales into the processed fuel markets.

Recent independent testing of MC-blended fuel was carried out with the cooperation of the State of Texas. This testing indicated an increase in fuel economy and concurrent reduction of pollution emissions of at least 5% for new diesel vehicles and 50% (+) for older diesel vehicles. This testing in Texas involved older vehicles that were operating at approximately 5 miles per gallon, but when they were new (and clean) these same vehicles had peak economy performance of 9 miles to the gallon. Sixty days after the introduction of MC-treated diesel fuel, the vehicles had moved beyond their original peak economy performance of 9 mpg to 9.5 mpg - a more than 50% improvement in fuel economy.

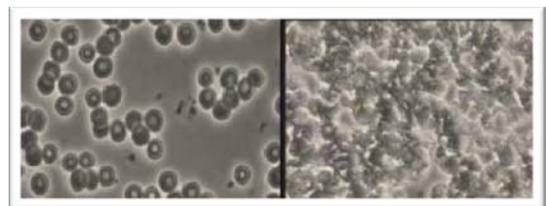
These test results were achieved without solvents, without detergents, without toxic nitrogen-based ignition enhancers, octane boosters or chemical binders of any kind. These results were the result of blending diesel fuel with MC, a clean, biodegradable, non-toxic, completely safe, substance.

Again, the petrochemical industry is only one of a great many potential marketplaces for MC-blended products. Another example of a high-potential marketplace is platinum. One of the primary costs of production of farm fertilizer is the cost of platinum. For this application, MC's have been designed to "mimic" platinum catalysts, producing the same necessary catalytic reaction but at a cost hundreds of times less than platinum (\$900 + / ounce). The principal costs of producing MC concentrate are that of its raw ingredient (water), plus equipment capital cost.

Health/Wellness/Biological

Additional independent testing indicates that MC could have far reaching benefits within the health, wellness and biological markets.

Our prior research indicates that a multitude of different MC characteristics could potentially be manufactured. Each of these different MC particles would have an electrical signature unique to its geometrical design. Recent clinical studies suggest that one such designed crystal can cause a significant enhancement of immune function.



Live Blood before drinking MC

Shows excretion of toxins from cells in live blood after drinking MC

Tests conducted at UCLA Medical School in 1997 by the Chairman of the Department of Immunology, B. Bonavida, utilized one such designer MC created by David Gann, MSI's Chairman/CEO, and Theoretical Physicist Dr. Tom Lo, MSI's Chief Scientist, in over 50 blind studies and reported that the molecule markedly increased immune antibody production by human leukocytes. Specifically, in that test tube study TNF-a, IL-6, IL-12, IL-b, and IFN-y were increased by 30 to 100 fold.

In 2007, Neurosurgeon Dr. Norman Shealy (considered to be one of the world's leading pioneers in developing safe and effective non-pharmaceutical-based treatments) repeated the 2 original study in an IRB approved protocol, where 10 healthy subjects had baseline blood drawn to measure TNF-A, IL-1B; IL-6, and IFN-Y (human immune antibody production key components).

The serum was frozen and saved until completion of the study. There were 3 males and 7 females, aged 26 to 74. All were asked to drink one quart daily of purified or distilled water, to which they added 20 drops of the same MC used for the original Bonavida study. After 6 weeks, blood was drawn again and both baseline and final blood samples were sent to the research facility at the University of Pennsylvania at Hershey for analysis. Based on the results, Dr. Shealy reported: "The (MC) water may produce a significant enhancement of immune function in human beings. Larger studies should be done with perhaps a broader overview of immune function. Dysfunctions of the immune system are major factors in allergies, autoimmune diseases, cancer and even atherosclerosis and diabetes. The implications for immune health are obvious".

Many products available in "health-food" stores today make claims to be immune system boosters, but are in actual fact only vitamins and herbal based mixtures. Although it may be true that such combinations might to some degree and over time enhance the body's ability to produce its own natural immune system defenses, the Company believes that no product available to the public today can demonstrate a "triggered" immune system response such as is indicated for MC.

Of course, absent regulatory approvals, the Company is legally restrained in the U.S. and many other countries from making any claims whatsoever about potential efficacy of the MC for any medical application. Therefore, the Company makes no such claims. Nevertheless, it can be said that these credible university tests do indicate potential efficacy. The body heals itself when the immune system functions at full strength. With the discovery of this potential trigger mechanism, the potential exists for MC-based natural product lines which could provide therapeutic remedies for restoring and building strong immune defenses.

Homeopathy

One of Europe's largest "health" markets is centered on a practice known as Homeopathy. From the Greek, "homoios" meaning similar and "pathos" meaning suffering or disease, Homeopathy's central thesis is that an ill person should be treated with substances that can produce similar symptoms in healthy individuals. A common practice of homeopathy is to dilute the substance (one that could create the symptoms) in pure water. The dilution is normally taken below one-part-per million.

Although there has been a history for nearly 200 years of this practice and with some very strong positive results, there has never been an explanation of what caused its workability. Consequently, this alternative medicine practice has garnered little support within the allopathic medical communities within the U.S., but that resistance has recently greatly waned. The Company believes that the disquieting aspect of a runaway chemical-based pharmaceutical industry offering healthcare based around, and launched with, nationwide marketing campaigns (such as "Ask your doctor if Claritin is right for you,"), has caused this change of attitude.

Although these effective TV commercials have created a pharmaceutical industry boom (there are estimates that prescription drug industry revenues/year will surpass petroleum industry revenues by 2020), that commercial success has come with a price. In 2000, a Presidential Task Force reported that iatrogenic deaths (deaths caused inadvertently by a physician or surgeon or by medical treatment, drug adverse reactions or diagnostic procedure) was one of the leading categories in causes of death in the U.S. The task force actually called iatrogenic deaths “a national problem of epidemic proportions.” Prior to that report, the United States Congressional Office of Technological Assessment had launched a probe into the actual effectiveness of pharmaceutical-based medicine and concluded that over 80 percent of all drugs included in the Physician’s Desk Reference (PDR) did not have adequate scientific proof to justify being included for their recommended treatments and that the potential adverse effects of the drugs outweighed their usefulness.

The Company believes that all MC-related research not only suggests a scientific model on which Homeopathy can expand and become legitimized (one of MSI’s recent patent claims demonstrates how to ensure that each and every dose sold is consistent and effective), but with MC as a catalyst many new allopathic health science advancements can also occur.

REGULATORY CONSIDERATIONS AND OBSERVATIONS

It is planned that MC, in the near term, will be commercially marketed and sold worldwide without regulatory approvals to health-related product manufacturers as a food supplement for their products and also to manufacturers of homeopathic remedies. MSI plans to file additional patent claims covering homeopathic remedy applications. However, certain health-related MC commercial applications, such as its use as an additive to enhance the effectiveness of controlled prescription drugs, will be subject to the extensive and evolving regulatory approval process of the U.S. Food and Drug Administration (the “FDA”), corresponding state agencies, and comparable agencies in other countries. The regulation of new drug products is extensive, and the required process of laboratory testing and human studies is lengthy and expensive. For at least the near term, the Company may decline to participate in FDA-related testing programs. If and when there is a decision to participate, it is of course possible that the Company would fail to obtain FDA approvals in a timely manner, or even at all, as widespread acceptance of MC will result in very significant and potentially very adverse economic consequences for the medical and pharmaceutical industries. Also, even if the Company obtains FDA regulatory approvals for drug products, the FDA extensively regulates manufacturing, labeling, distributing, marketing, promotion and advertising after product approval, which would result in significantly higher production costs.

THE OFFERING

The Securities Offered

MSI is offering 1,000,000 shares of its authorized voting common stock (“the Shares”) to accredited investors at a purchase price of \$5.00 per Share (the “Offering”). The Shares are offered pursuant to Rule 506 of Regulation D of the Securities Act of 1933 (“Securities Act”) and applicable state securities laws. The minimum subscription is 5,000 Shares (\$25,000), unless the Company elects to accept subscriptions for fewer Shares. The Shares, when issued, will be fully paid and non-assessable voting shares.

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