LUMINART CORP.
Disclosure Statement

For Period Ended: September 30, 2014

1) **Name of the issuer and its predecessors (if any)**

Luminart was incorporated on July 5, 1984 under the laws of the State of Utah as Past-Tell, Inc. On March 24, 1987, the Company moved its incorporation from Utah to Nevada and on November 7, 2006 was acquired by Chaos Group, Inc., a Nevada corporation. On April 27, 1998 Chaos Group changed its name to Luminart Corp. On May 27, 2009 the Company changed its registered domicile to Wyoming.

On July 28, 2011, the Company formed Black & Blue Water Service, LLC, a Wyoming limited liability services company. On August 12, 2011, the Company merged with B3 Well Services, a Utah limited liability company. The merger was executed with a share exchange agreement for shares of Luminart Series A Convertible Preferred Stock. Effective as of January 1, 2012, the Company acquired White Star Sand & Gravel, a Utah limited liability company in exchange for shares of the Company Series A Convertible Preferred Stock. On May 17, 2012, the Company formed Outwest Field Services, a Wyoming limited liability company. Effective January 1, 2013, the company acquired Monson Corp. of North Dakota. On March 19, 2013 the Company formed Westby Rock & Gravel, LLC, a North Dakota limited liability company.

2) **Address of the issuer's principal executive offices**

Company Headquarters:

Luminart Corp.
3201 Hesper Road, Suite 5
Billings, MT 59102

Phone: (406) 200-7228
Website: www.luminart.com

IR Contract:

Luminart Investor Relations
3201 Hesper Road, Suite 5
Billings, MT 59102
(801) 786-9728

3) **Security Information**

Trading Symbol: LUMP

Exact title and class of securities outstanding:

Common Stock

CUSIP: 5502640105
Par or Stated Value: $0.001 par value
Total shares authorized: 185,000,000 as of 11/19/2012
Total shares outstanding: 42,703,545 as of September 30, 2014

Preferred Stock

Par or Stated Value: $0.001 par value
Total shares authorized: 15,000,000 as of 11/19/2012
Total shares outstanding12,577,036 as of September 30, 2014

Transfer Agent:

Action Stock Transfer Corp.
2469 E. Fort Union Blvd., Suite 214
Salt Lake City, UT 84121
(801) 274-1088

Is the Transfer Agent registered under the Exchange Act: Yes

List any restrictions on the transfer of security: None

Describe any trading suspension orders issued by the SEC in the past 12 months:

None

4) **Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or Any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued, and (3) the services provided by such persons or entities, The list shall indicate:

A. The nature of each offering (e.g. Securities Act Rule 504, intrastate, etc.):

Rule 504 of the Securities Act of 1933

Any jurisdictions where the offering was registered or qualified: California

Common Shares

	Common Stock		Preferred Stock		
	Shares	Par Value	Shares	Par Value	
	#	$	#	$	
Balance December 31, 2008	44,950,767	44,951	8,400,000	8,400	
Issuance Common Shares for Services	2,000,000	2,000			
Shares converted to debt			(4,000,000)	(4,000)	
Net Loss for 2009					
Balance December 31, 2009	46,950,767	46,951	4,400,000	4,400	
Issuance Common Shares for Services	500,000	500			
Debt Conversion to Common Stock	15,869,000	15,869			
Issuance Common Shares for Services	4,200,000	4,200			
Net Loss for 2010					
Balance December 31, 2010	67,519,767	67,520	4,400,000	4,400	
Merger with B3 Well Services, LLC			4,000,000	4,000	0.001
Merger with B3 Well Services, LLC Conversion of Common to Preferred	(35,153,211)	(35,153)	3,030,442	3,030	0.001
Net Profit for 2011			.		
Balance December 31, 2011	32,366,556	32,367	11,430,442	11,430	
Net Profit 3/31/2012					
Balance March 31, 2012	32,366,556	32,367	11,430,442	11,430	
Merger White Star Sand & Gravel			200,000	200	0.001
Shares for Debt			200,000	200	0.001
Shares for Debt			10,000	10	0.001
Shares Issued for Debt	500,000	500			0.130
Shares Issued for Debt	5,000	5			0.080
Shares Issued for Debt	10,000	10			0.080
Shares Issued for Debt	164,889	165			0.080
Shares Issued for Debt	5,000	5			0.080
Shares Issued for Debt	10,000	10			0.080
Net Profit 6/30/2012					
Balance June 30, 2012	33,061,445	33,061	11,840,442	11,840	
Merger with Outwest Field Services			100,000	100	0.001
Net Profit 9/30/2012					
Balance September 30, 2012	33,061,445	33,061	11,940,442	11,940	

Merger with Monson Corp.					
Net Profit					
Balance December 31, 2012	33,061,445	33,061	11,940,442	11,940	
Shares Converted to Common - Ou	2,500,000	2,500	(250,000)	(250)	0.001
Shares Converted to Common - Reed	2,000,000	2,000	(200,000)	(200)	0.001
Shares Issued - Johnson			50,000	50	0.001
Shares Issued - Wells			50,000	50	0.001
Shares Returned to Treasury - Maher			(100,000)	(100)	0.001
Shares Converted to Common - B. Jepsen	625,000	625	(62,500)	(63)	0.001
Shares Converted to Common - C. Jepsen	625,000	625	(62,500)	(63)	0.001
Shares Converted to Common - Castle Bridge LLC	2,050,000	2,050	(205,000)	(205)	0.001
Shares Sold for Cash - Norman John			200,000	200	0.001
Shares Sold for Cash - Thompson			100,000	100	0.001
Shares Issued for Debt - CapFlow			320,000	320	0.001
Net Loss					
Balance March 31, 2013	40,861,445	40,861	11,780,442	11,780	
Shares Returned to Treasury - Bentley			(1,372,714)	(1,373)	0.001
Shares Returned to Treasury - Maher			(65,290)	(65)	0.001
Shares Issued - Velazquez	10,000	10		0	0.001
Shares Issued - R. Bentley			875,762	876	0.001
Shares Issued - Broad			20,000	20	0.001
Shares Issued - Campbell			20,000	20	0.001
Shares Issued - Johnson			150,000	150	0.001
Shares Issued - Parker			20,000	20	0.001
Shares Issued - Wells			150,000	150	0.001
Shares Converted to Common - Oliver	50,000	50	(5,000)	(5)	0.001
Shares Converted to Common - Maher	1,282,100	1,282	(128,210)	(128)	0.001
Net Loss					
Balance June 30, 2013	42,203,545	42,204	11,444,990	11,445	
Shares Converted to Common - Holt	100,000	100	(10,000)	(10)	0.001
Shares Issued for Debt - Grindy			119,046	119	0.001
Preferred shares issued for debt CapFlow			850,000	850	0.001
Net Loss					
Balance, September 30, 2013	42,303,545	42,304	12,404,036	12,404	
Shares issued for debt - Moore			213,000	213	0.030
Net Loss					
Balance, December 31, 2013	42,303,545	42,304	12,617,036	12,617	
Balance, March 31, 2014	42,303,545	42,304	12,617,036	12,617	
Shares converted to Common (Campbell)	200,000	200	(20,000)	(20)	
Shares converted to Common (Parker)	000200	200	(20,000)	(20)	

Balance June 30, 2014	42,703,545	42,705	12,577,036	12,577
Balance, September 30, 2014	42,303,545	42,304	12,617,036	12,617

Note: Shares returned to Treasury were by corporate officers, Bentley, Maher and Reynolds

F. The trading status of the shares;

All shares were issued as restricted

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act, and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

All shares were issued with a restrictive legend.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; provided, however, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than 10% of any class of equity securities of such entity, and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for each entity.

See Section 4C, above.

5) Financial Statements

Luminart Corp.
Consolidated Balance Sheets
(expressed in U.S. dollars)

	September 30, 2014 $ (unaudited)	September 30, 2013 $ (unaudited)
ASSETS		
Current Assets		
Cash	58,395	53,368
Accounts Receivable, net allowance of doubtful accounts	384,644	1,272,463
Inventory	2,401,615	5,164,431
Other Current Assets	155,000	193,588
Total Current Assets	**2,999,653**	**6,683,850**
Property and Equipment (Net)	2,078,199	6,038,817
Other Assets	0	500
Total Assets	**5,077,852**	**12,722,667**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts Payable	1,125,885	1,275,133
Accrued Liabilities	10,797,661	5,831,975
Notes Payable	1,416,453	2,777,910
Total Liabilities	**13,339,996**	**9,885,017**
Stockholders' Equity		

Common Stock (Note 6) Authorized: 185 million common shares, par value: $0.001 per share Issued and outstanding: 42,703,545 and 42,203,545 common shares, respectively.	42,704	42,304
Preferred Stock Authorized 15 million preferred shares, par value $0.001 per share Issued and outstanding 12,577,036 and 11,444,990 shares, respectively.	12,577	12,404
Additional Paid-In Capital	10,143,346	9,403,213
Accumulated Deficit	(18,440,770)	(6,620,271)
Total Stockholders' Equity	**(8,262,144)**	**2,837,649**
Total Liabilities and Stockholders' Equity	**5,077,852**	**12,722,667**

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statements of Operation
(expressed in U.S. dollars)

	For Three Months Ended September 30, 2014	For Three Months Ended September 30, 2013
Revenue	1,355,802	1,944,385
Cost of Sales	1,080,137	1,501,226
Gross Profit	**275,666**	**443,159**
Operating Expenses		
General and Administrative	1,248,608	762,426
Total Operating Expenses	**1,248,608**	**762,426**
Total Operating Income (Loss)	**(972,943)**	**(319,267)**
Depreciation	60,435	203,822
Interest	519,135	198,602
Non-recurring Items	350,063	174,175
EBITDA	**(43,310)**	**257,332**
Net Income/(Loss Per Share	(0.00)	0.00
Weighted Average Shares Outstanding	42,703,545	42,303,545

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statements of Operation
(expressed in U.S. dollars)

	B3 WELL SERVICES LLC	
	For Three Months Ended September 30, 2014	**For Three Months Ended September 30, 2013**
Revenue	0	343,318
Cost of Sales	1,769	537,907
Gross Profit	**(1,769)**	**(194,588)**
Operating Expenses		
General and Administrative	30,778	245,844
Total Operating Expenses	**30,778**	**245,844**
Total Operating Income (Loss)	**(32,547)**	**(440,433)**
Depreciation	2,199	26,075
Interest	0	4,082
Non-recurring Items	15,568	(165,414)
EBITDA	**(14,781)**	**(575,690)**

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statements of Operation
(expressed in U.S. dollars)

OUTWEST FIELD SERVICES LLC

	For Three Months Ended September 30, 2014	**For Three Months Ended September 30, 2013**
Revenue	679,239	536,704
Cost of Sales	729,851	380,060
Gross Profit	**(50,612)**	**156,644**
Operating Expenses		
General and Administrative	174,335	97,903
Total Operating Expenses	**174,335**	**97,903**
Total Operating Income (Loss)	**(224,947)**	**58,741**
Depreciation	25,324	3,704
Interest	31,231	11,417
Non-recurring Items	40,500	0
EBITDA	**(127,892)**	**73,862**

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statements of Operation
(expressed in U.S. dollars)

WHITE STAR SAND & GRAVEL LLC

	For Three Months Ended September 30, 2014	**For Three Months Ended September 30, 2013**
Revenue	676,613	998,895
Cost of Sales	341,531	572,411
Gross Profit	**335,082**	**426,484**
Operating Expenses		
General and Administrative	731,137	332,885
Total Operating Expenses	**731,137**	**332,885**
Total Operating Income (Loss)	**(396,055)**	**93,599**
Depreciation	32,767	177,747
Interest	382,142	20,265
Non-recurring Items	270,255	8,762
EBITDA	**289,109**	**282,849**

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statements of Operation
(expressed in U.S. dollars)

	For Nine Months Ended September 30, 2014	For Nine Months Ended September 30, 2013
Revenue	2,541,299	3,713,486
Cost of Sales	2,039,536	2,383,224
Gross Profit	**501,763**	**1,330,262**
Operating Expenses		
General and Administrative	3,186,177	1,774,895
Total Operating Expenses	**3,186,177**	**1,774,895**
Total Operating Income (Loss)	**(2,684,414)**	**(444,663)**
Depreciation	372,501	511,929
Interest	1,264,191	403,186
Non-recurring Items	416,032	(349<678)
EBITDA	**(631,689)**	**120,804**
Net Income/(Loss Per Share	(0.02)	(0.00)
Weighted Average Shares Outstanding	42,703,545	42,303,545

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statements of Operation
(expressed in U.S. dollars)

	B3 WELL SERVICES LLC	
	For Nine Months Ended September30, 2014	**For Nine Months Ended September 30, 2013**
Revenue	12,569	467,568
Cost of Sales	42,535	1,037,841
Gross Profit	**(29,966)**	**(570,273)**
Operating Expenses		
General and Administrative	277,783	526,466
Total Operating Expenses	**277,783**	**526,466**
Total Operating Income (Loss)	**(307,749)**	**(1,096,739)**
Depreciation	17,143	52,150
Interest	13,175	4,082
Non-recurring Items	89,149	0
EBITDA	**(188,282)**	**(1,040,507)**

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statements of Operation
(expressed in U.S. dollars)

OUTWEST FIELD SERVICES LLC

	For Nine Months Ended September 30, 2014	**For Nine Months Ended September 30, 2013**
Revenue	1,122,945	873,664
Cost of Sales	1,136,891	558,953
Gross Profit	**(13,946)**	**314,711**
Operating Expenses		
General and Administrative	346,663	140,473
Total Operating Expenses	**346,663**	**140,473**
Total Operating Income (Loss)	**(360,608)**	**174,238**
Depreciation	44,565	11,112
Interest	48,202	11,424
Non-recurring Items	40,500	0
EBITDA	**(227,341)**	**196,774**

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statements of Operation
(expressed in U.S. dollars)

	WHITE STAR SAND & GRAVEL LLC	
	For Nine Months Ended September 30, 2014	**For Nine Months Ended September 30, 2013**
Revenue	1,405,834	2,199,117
Cost of Sales	853,124	591,909
Gross Profit	**552,710**	**1,607,208**
Operating Expenses		
General and Administrative	1,639,175	674,890
Total Operating Expenses	**1,639,175**	**674,890**
Total Operating Income (Loss)	**(1,086,465)**	**932,318**
Depreciation	306,888	330,242
Interest	714,280	20,265
Non-recurring Items	270,255	(173,017)
EBITDA	**204,959**	**1,455,842**

(The accompanying notes are an integral part of these consolidated financial statements)

Luminart Corp.
Consolidated Statement of Cash Flows
(expressed in U.S. dollars)

	For the Nine Months. Ended September30, 2014
OPERATING ACTIVITIES	
Net Loss	(2,684,414)
Adjustments to reconcile Net Income to net cash provided by operations:	
Depreciation	372,501
Accounts Receivable	898,937
Accounts Payable	(164,350)
Other Short Term Liabilities	2,317,964
Other Assets	137,905
Net cash provided by Operating Activities	878,543
INVESTING ACTIVITIES	
Trucks and Equipment	2,067,013
Net cash provided by Investing Activities	2,067,013
FINANCING ACTIVITIES	
Net Loans	(2,897,806)
Other	0
Net cash provided by Financing Activities	(2,897,806)
Net Cash Increase	47,750
Cash Beginning of Period	10,645
Cash End of Period	58,395

(The accompanying notes are an integral part of these consolidated financial statements)

NOTES TO FINANCIAL STATEMENTS
(9/30/14)

Nature of Operations

Luminart Corp. (the "Company") was incorporated under the laws of the State of Utah on July 5, 1984 as Past Tell Inc.

On March 24, 1987 Past Tell, Inc. moved its incorporation from Utah to Nevada.

On November 7, 1996, Past Tell acquired Chaos Group, Inc. a Nevada Corporation and changed its name to Chaos Group, Inc.

On April 27, 1998 Chaos Group changed its name to Luminart Corp., a Nevada Corporation.

On May 27, 2009 Luminart Corp. changed its domicile to Wyoming.

On August 12, 2011 Luminart Corp. merged with B3 Well Services LLC, a Utah Corporation.

On January, 2012 Luminart Corp. acquired White Star Sand & Gravel LLC, a Utah Corporation.

On April 5, 2012 Luminart formed Outwest Field Services LLC, a Wyoming Corporation.

On February 28, 2013 Luminart Corp. acquired Monson Corp, a North Dakota Corporation. The company was subsequently closed in 2013.

On March 19, 2013 Luminart Corp. formed Westby Rock & Gravel LLC, a North Dakota Corporation. During 2013 the company was merged into White Star Sand & Gravel, LLC.

On April 13, 2013, the Company formed Luminart Leasing LLC, a Wyoming limited liability company. The company was closed at the end of 2013 with no operations.

During the 3rd quarter 2013 it was determined by the Board of Directors that the Company was misled in its acquisition of the Monson Corporation in February 2013. A lawsuit has been filed for recovery of costs and damages.

Earlier in the year, the Company achieved a major milestone by adding financing capacity up to $4,500,000 with our funding source, CapFlow Funding Group Managers LLC ("CapFlow"), based in Rutherford, NJ. In addition, after rigorous due diligence, CapFlow Funding has taken an equity position with the Company and has assumed a seat on the Company board of directors. CapFlow is a private commercial finance lending platform specializing in factoring, accounts receivables and inventory financing, purchase order funding as well as other asset-based lending solutions.

The Company's plan of action over the next twelve months is to continue its operations to sell its products and services and raise additional capital financing, if necessary, to sustain operations.

Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The Company's consolidated financial statements have been prepared on a going concern basis, which implies that the Company will continue to realize its assets and discharge its liabilities in the normal course of business. During the quarter ended September 30, 2014, the Company recognized sales revenue of $1,355,802 (2013 - $1,944,385) and generated a net loss of $972,943 (2013 loss - $319,267). At September 30, 2014, the Company had a working capital of ($8,923,893) (2013 - $423,258) and an accumulated deficit of $18,440,270 (2013 - $6,620,271). The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability to raise equity or debt financing, and the attainment of profitable operations from the Company's future business.

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in US dollars. These consolidated financial statements include the accounts of the Company and its subsidiaries, Luminart Corp. The Company's fiscal year-end is December 31.

Use of Estimates

The preparation of these consolidated financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to valuation allowances on accounts receivable and inventory, valuation and amortization policies on property and equipment, and valuation allowances on deferred income tax losses. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents. As at September 30, 2014 and 2013 the Company had no cash equivalents.

Accounts Receivable

Accounts receivable are stated at their principal balances and are non-interest bearing and unsecured. Management conducts a periodic review of the collectability of accounts receivable and deems all unpaid amounts greater than 30 days to be past due. Receivability exists with respect to the recoverability of certain amounts based on historical experience or economic climate, management has established an allowance against the outstanding receivables. The company factors most of its receivables through CapFlow Funding Group Managers, LLC, a New Jersey based nationwide lender.

Inventory

Inventory is comprised of raw materials, work-in-progress, and finished goods and is recorded at the lower of cost or net realizable value on a first in first out (FIFO) basis. Shipping and handling costs are classified as a component of cost of sales in the statement of operations.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is calculated on the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the anticipated lease term or the estimated useful life. The Company's policy is to capitalize items with a cost greater than $4,000 and an estimated useful life greater than one year. The Company reviews all property

and equipment for impairment at least annually. Typically, the company depreciates its assets over a 5 year period except for buildings which are amortized over a 25 year period.

Revenue Recognition

The Company will recognize revenue from the sale of its products and services in accordance with Securities and Exchange Commission Staff Bulletin No. 104 ("SAB 104"), *"Revenue Recognition in Financial Statements"*. Revenue will be recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is provided, and collectibility is assured.

Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with SFAS No. 128, " *Earnings per Share* ". SFAS No. 128 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing Diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

Financial Instruments and Concentrations

The fair value of financial instruments, which include cash, accounts receivable, other current assets, other assets, accounts payable, and accrued liabilities were estimated to approximate their carrying value due to the immediate or relatively short maturity of these instruments.

Foreign Currency Translation

The Company's functional and reporting currency is the United States dollar. Monetary assets and liabilities denominated in foreign currencies are translated in accordance with SFAS No. 52 "*Foreign Currency Translation*" using the exchange rate prevailing at the balance sheet date. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

Advertising Costs

Advertising costs are expensed as incurred and are recorded in the consolidated financial statements as selling expense.

Income Taxes

Potential benefits of income tax losses are not recognized in the accounts until realization is more likely than not. The Company has adopted SFAS No. 109 "*Accounting for Income Taxes*" as of its inception. Pursuant to SFAS No. 109 the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefits of net operating losses have not been recognized in these consolidated financial statements because the Company cannot be assured it is more likely than not that it will utilize the net operating losses carried forward in future years.

Stock-Based Compensation

The Company records stock-based compensation in accordance with SFAS No. 123R "Share Based Payments", using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable. Equity instruments issued to employees and the cost of the services received as consideration are measured and recognized based on the fair value of the equity instruments issued.

RESULTS OF OPERATIONS FOR THE PERIOD ENDED SEPTEMBER 30, 2014 COMPARED TO THE PERIOD ENDED SEPTEMBER 30, 2013.

The management of Luminart is excited by the enthusiastic acceptance our services have received in North Dakota, Montana and Wyoming. We are proud to provide a service that is part of the solution to the high cost of fuel. Since inception management has been focused on the development of a solid infrastructure, building relationships and establishing the foundation of a business that will continue to grow – non-stop – into the future.

Results of Operations

Revenues

During three month period ended September 30, 2014, the Company recognized revenues of $1,355,802 compared with $1,944,385 for the three months ended September 30, 2013. For the nine months ended September 30, 2014 revenue was $2,541,299 versus $3,713,486 for the same period in 2013. The revenue is due entirely to the extremely harsh winters which last until April or May.

Our future growth is significantly dependent upon our ability to generate sales. Our main priorities relating to revenue are: (1) increase market awareness of our services through our sales and marketing plan, (2) growth in the number of customers and vehicles per customer, (3) providing extensive customer service and support and (4) the continued growth of our general contracting business, Outwest Field Services, LLC.

Gross Profit

Gross loss for the three months ended September 30, 2014 was $275,666 compared with a gross profit of $443,159 for the three months ended September 30, 2013. For the nine months ended September 30, 2014 the gross profit was $501,763 versus a gross profit of $1,330,262 for the same period of 2013.

Operating Expenses

The Company's current operating expenses are comprised of costs associated with general and administrative costs such as staff salaries and business development.

For the three months ended September 30, 2014, the Company incurred general and administrative expense of $1,248,608 compared with $762,426 for the three months ended September 30, 2013. For the nine months ended September 30, 2014 the general and administrative expenses were $3,186,177 versus $1,774,895 for the same period in 2013..

Other Income (Expenses)

Depreciation/Amortization

During the three months ended September 30, 2014 the Company experienced depreciation expense of $60,435 versus $203,822 for the same period of 2013. For the nine months ended September 30, 2014 the company experienced depreciation expenses of $372,501 versus $511,929 for the same period 2013. The Company began quarterly reporting in 2013. Prior to that it was reported annually.

Interest Expense

For the three months ended September 30, 2014, the Company incurred interest expense of $519,135 compared to $198,602 for the three months ended September 30, 2013. For the nine months ended September 30, 2014 the company experienced interest expenses of $1,264,191 versus $403,186 for the same period in 2013.

Net Profit/Loss

For the three months ended September 30, 2014, the Company experienced a net loss of $972,943 compared with a net loss of $319,267 for the three months ended September 30, 2013. For the nine months ended September 30, 2014, the company experienced a net loss of $2,684,414 versus a net loss of $444,663 for the nine months ended September 30, 2013.

Common and Preferred Shares

As of September 30, 2014 the Company had 42,703,545 shares of common stock issued and outstanding. As of September 30, 2013, the Company had 42,303,545 shares of common stock issued and outstanding. The fair value of the share issuances were based on the end-of-day closing share price of the Company's common stock traded on the Pink Sheets (LUMP-PK). As of September 30, 2014 the Company had 12,577,036 shares of Series A convertible preferred stock issued and outstanding. As of September 30, 2013, the Company had 11,444,990 shares of Series A convertible preferred stock issued and outstanding.

Liquidity and Capital Resources

At September 30, 2014, we had cash of $58,395, current assets of $2,999,653, total assets of $5,077,852, total liabilities of $13,339,996, and stockholders' equity of ($8,262,144).

As at September 30, 2014, we had a working capital of ($8,923,893) (2013 - $423,258) and an accumulated deficit of $18,440,770 (2013 - $6,620,271. The decrease in the working capital is primarily attributed to the increase in current portion of Long-Term Debt.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to our investors.

Inventory

	Sep. 30, 2014 $	**Sep. 30, 2013 $**
Raw Materials	2,401,615	5,164,431
Finished Goods	0	0
	2,401,615	**5,164,431**

Inventory raw materials do not include unmined reserves.

Property and Equipment

			Net Book Value	
	Cost	Accum. Depn.	30-Sep-14	30-Sep-13
Real Property	525,000	0	525,000	525,000
Leasehold Improvements	0	0	0	0
Equipment	2,134,382	726,024	1,408,358	5,110,101
Furniture and Fixtures	8,006	3,775	4231	6087
Vehicles	198,393	57,783	140,610	397,629
	2,865,781	**787,582**	**2,079,199**	**6,038,817**

Notes Payable

During the quarter the Company incurred new equipment financing in the amount of $0.

Common Shares

	Common Stock		Preferred Stock	
	Shares #	Par Value $	Shares #	Par Value $
Balance December 31, 2008	44,950,767	44,951	8,400,000	8,400
Issuance Common Shares for Services	2,000,000	2,000		
Shares converted to debt			(4,000,000)	(4,000)
Net Loss for 2009				
Balance December 31, 2009	46,950,767	46,951	4,400,000	4,400
Issuance Common Shares for Services	500,000	500		
Debt Conversion to Common Stock	15,869,000	15,869		
Issuance Common Shares for	4,200,000	4,200		

Services					
Net Loss for 2010					
Balance December 31, 2010	67,519,767	67,520	4,400,000	4,400	
Merger with B3 Well Services, LLC			4,000,000	4,000	0.001
Merger with B3 Well Services, LLC Conversion of Common to Preferred	(35,153,211)	(35,153)	3,030,442	3,030	0.001
Net Profit for 2011			.		
Balance December 31, 2011	32,366,556	32,367	11,430,442	11,430	
Net Profit 3/31/2012					
Balance March 31, 2012	32,366,556	32,367	11,430,442	11,430	
Merger White Star Sand & Gravel			200,000	200	0.001
Shares for Debt			200,000	200	0.001
Shares for Debt			10,000	10	0.001
Shares Issued for Debt	500,000	500			0.130
Shares Issued for Debt	5,000	5			0.080
Shares Issued for Debt	10,000	10			0.080
Shares Issued for Debt	164,889	165			0.080
Shares Issued for Debt	5,000	5			0.080
Shares Issued for Debt	10,000	10			0.080
Net Profit 6/30/2012					
Balance June 30, 2012	33,061,445	33,061	11,840,442	11,840	
Merger with Outwest Field Services			100,000	100	0.001
Net Profit 9/30/2012					
Balance September 30, 2012	33,061,445	33,061	11,940,442	11,940	
Merger with Monson Corp.					
Net Profit					
Balance December 31, 2012	33,061,445	33,061	11,940,442	11,940	
Shares Converted to Common - Ou	2,500,000	2,500	(250,000)	(250)	0.001
Shares Converted to Common - Reed	2,000,000	2,000	(200,000)	(200)	0.001
Shares Issued - Johnson			50,000	50	0.001
Shares Issued - Wells			50,000	50	0.001
Shares Returned to Treasury - Maher			(100,000)	(100)	0.001
Shares Converted to Common - B. Jepsen	625,000	625	(62,500)	(63)	0.001
Shares Converted to Common - C. Jepsen	625,000	625	(62,500)	(63)	0.001
Shares Converted to Common - Castle Bridge LLC	2,050,000	2,050	(205,000)	(205)	0.001
Shares Sold for Cash - Norman John			200,000	200	0.001
Shares Sold for Cash - Thompson			100,000	100	0.001
Shares Issued for Debt - CapFlow			320,000	320	0.001
Net Loss					
Balance March 31, 2013	40,861,445	40,861	11,780,442	11,780	

Shares Returned to Treasury - Bentley			(1,372,714)	(1,373)	0.001
Shares Returned to Treasury - Maher			(65,290)	(65)	0.001
Shares Issued - Velazquez	10,000	10		0	0.001
Shares Issued - R. Bentley			875,762	876	0.001
Shares Issued - Broad			20,000	20	0.001
Shares Issued - Campbell			20,000	20	0.001
Shares Issued - Johnson			150,000	150	0.001
Shares Issued - Parker			20,000	20	0.001
Shares Issued - Wells			150,000	150	0.001
Shares Converted to Common - Oliver	50,000	50	(5,000)	(5)	0.001
Shares Converted to Common - Maher	1,282,100	1,282	(128,210)	(128)	0.001
Net Loss					
Balance June 30, 2013	42,203,545	42,204	11,444,990	11,445	
Shares Converted to Common - Holt	100,000	100	(10,000)	(10)	0.001
Shares Issued for Debt - Grindy			119,046	119	0.001
Preferred shares issued for debt CapFlow			850,000	850	0.001
Net Loss					
Balance, September 30, 2013	42,303,545	42,304	12,404,036	12,404	
Shares issued for debt - Moore			213,000	213	0.030
Net Loss					
Balance, December 31, 2013	42,303,545	42,304	12,617,036	12,617	
Balance, March 31, 2014	42,303,545	42,304	12,617,036	12,617	
Shares converted to Common (Campbell)	200,000	200	(20,000)	(20)	
Shares converted to Common (Parker)	000200	200	(20,000)	(20)	
Balance June 30, 2014	42,703,545	42,705	12,577,036	12,577	
Balance, September, 2014	42,703,545	42,705	12,577,036	12,577	

Stock Purchase Warrants

None

Stock Options

None

Related Party Transactions

None

Commitments and Contingencies

The Company's future annual minimum lease payments are as follows:

	Amount $
2014	3,600
2015	24,000
	27,600

Income Taxes

The Company has adopted the provisions of SFAS 109*"Accounting for Income Taxes".* Pursuant to SFAS 109, the Company is required to compute tax asset benefits for net operating losses carried forward. The potential benefit of net operating losses have not been recognized in the consolidated financial statements because the Company cannot be assured that it is more likely than not that it will utilize the net operating losses carried forward in future years. The Company has $18,440,770 of net operating losses to carry forward to offset taxable income in future years which expire through fiscal 2029.

Subsequent Events

In October 2014 the company closed its Bountiful, UT office and moved its headquarters to Billings, MT. Along with the move, the company accepted the resignations of Matt Parker, Vice President, Human Resources, and Joyce Campbell, Chief Administrative Officer.

6) Describe the Issuer's Business, Products and Services

A. A description of the Issuer's business operations;

Corporate Structure

Name	State of Formation	Ownership	Business
Luminart Corp.	Wyoming	Publicly Traded	Parent Company
B3 Well Services LLC	Utah	100% Luminart	Interstate Trucking
White Star Sand & Gravel LLC	Utah	100% Luminart	Mining & Aggregates
Black & Blue Water Service LLC	Wyoming	100% Luminart	Water Well Drilling (Closed)
Outwest Field Services LLC	Wyoming	100% Luminart	General Contracting & Intrastate Trucking
Monson Corporation North Dakota Operations	Minnesota	100% Luminart	Mining & Aggregates (Closed)
Westby Rock & Gravel LLC	North Dakota	100% Luminart	Mining & Aggregates (Consolidated with White Star)
Luminart Leasing LLC	Wyoming	100% Luminart	Equipment Finance & Leasing (Closed)

Operating Entities

1) B3 Well Services LLC From its inception in 2011, the company has provided intrastate trucking and hauling of aggregate mining materials for road infrastructure in the Bakken Oil Reserve in Northwestern North Dakota.

2) White Star Sand & Gravel LLC Since its inception in 2011, the company has executed leases on several mining sites from which the company provides road and oil field pad base in the Bakken Oil Reserve in Northwestern North Dakota.

3) Outwest Field Services LLC The company is a general contractor and specializes in pipe hauling, heavy hauling, general construction, crane service and specialty loads, with newly added spill/clean up services.

B. Date and State (or Jurisdiction) of Incorporation:

Luminart Corp. was incorporated on July 5, 1984 under the laws of the State of Utah as Past-Tell, Inc. On March 24, 1987 the Company moved its incorporation from Utah to Nevada and on November 7, 2006 was acquired by Chaos Group, Inc., a Nevada corporation. On April 27, 1998 Chaos Group purchased all of the assets and business of Luminart Inc., and changed its name to Luminart Corp. On May 27, 2009 the Company changed its registered domicile to Wyoming.

C. The Issuer's primary and secondary SIC Codes:

1389 – Oil and Gas Field Services

D. The Issuer's fiscal year end date:

December 31

E. Company overview, principal products or services, and their markets;

Overview

Luminart Corp. is comprised of several subsidiary companies that combine to service the oil service needs throughout the Bakken Oil Fields.

White Star Sand & Gravel, provides quality aggregate products and services throughout the Bakken and Threeforks oil fields. Operations are primarily in North Dakota and East Montana. Construction aggregate, or simply "aggregate", is a broad category of course materials such as sand, gravel, crushed stone, clay, and cobble stone. Other areas of production are for large rock mining, known as "rip rap" and a hard, fired clay material known as scoria. Aggregate serves as reinforcement or base material for roads, rails, catch basins, and other infrastructure development. As more oil/gas companies establish oil/gas wells in the Bakken and Threeforks area, railroads stand to transport more of the finished product than any other means. Pipelines cannot handle the increased crude production of the Bakken (currently at over 1,000,000 barrels per day) and railroad is the next cost effective method of moving the crude. White Star Sand & Gravel is directly involved in the current railroad expansion of Burlington Northern as they increase their track presence in North Dakota. White Star is supplying "rip rap" to Ames Construction, the company that is building the railroad track expansion for Burlington Northern. In addition to the supplying the materials for railroads, White Star is an aggregate and scoria supplier for many of the oil well pads and oil service roads that are being built by major companies such as Marathon Oil, Murex Oil, and Sunland Oilfield services.

As a direct result of the huge oil field expansion in the region, an increased requirement for new and improved road infrastructure has been recognized by law makers. North Dakota's Legislature has approved 2.7 billion in funds to rebuild the road infrastructure of North Dakota. 523 million dollars is being funneled into the oil-producing regions during the current two-year budget cycle, according to an analysis by the North Dakota Association of Counties. In 2013, the Company combined the operations of Westby Rock & Gravel and White Star Sand & Gravel. The surviving entity is White Star Sand & Gravel. This synergetic move was made in an effort to centralize management and financial functions as well better position our aggregate operations to meet increased expansion capability and capacity and to be more responsive to the region market. At our Fairview Montana pit, custom concrete rock is being produced for a major cement company actively building county roads. White Star has aggregate mining operations in Westby, Sydney, and Fairview Montana, along with 2 mines in Blasdell, and mines in Donnybrook, Stanley, and New Town North Dakota.

Through the Company's subsidiary Outwest Field Services, the Company provides general contractor and specialized services such as pipe hauling, heavy hauling, crane service, and specialty loads and hazardous spill/clean up services. Sophisticated drilling techniques, including hydraulic fracturing, has unlocked enormous energy reserves previously inaccessible in shale formations in North Dakota, Texas, California and elsewhere. The entire U.S. central corridor of North Dakota, Wyoming, Utah, Oklahoma, Texas, and Louisiana is experiencing a surge in domestic oil/gas production. In addition to heavy hauling and trucking, Outwest Field Services has quickly built a reputation as a reliable LACT (Lease Automatic Custody Transfer) development service provider. Capitalizing on its interstate licensing and growing Master Service Agreement (MSA) portfolio, Outwest Field Services has engaged in construction activities for LACT development in Texas, Oklahoma and North Dakota. The expanded reach of Outwest Field Services has provided Luminart Corp with a "warm climate" income stream that offers leverage against the cold harsh winters associated with the Bakken and Threeforks area.

B3 Well Services is the Luminart subsidiary involved in the hauling of the company produced product, and the hauling of product for numerous other contractors and mines. B3 provides intrastate trucking and hauling of aggregate mining materials and general contracting services within the Bakken and Threeforks area of operations. Due to rapid growth in the Bakken and Threeforks area, operators and municipalities find themselves scrambling to meet infrastructure challenges. Across the region, demand is soaring for everything from drilling rigs, pumping units, rail, roads, pipelines, to housing nd office space. After experiencing continuing losses from B3 Well Services operations, a review of the B3 business model took place. The conclusion was, the model of maintaining company drivers and trucks was not cost effective and needed to go. In response, the company initiated a trucking services leasing model. B3 Well Services now contracts independent truckers at a fixed rate per hour, or a fixed dollar amount per ton delivered, depending on the job, and continues to offer an equal level of service without incurring the costs associated with ownership In addition, B3 Well Services general contracting branch provides dirt work/site preparations and roustabout/infrastructure services capabilities. These general contracting services fill an important void and allow Outwest Field Services to focus on LACT development within the warmer climate area of operations. These changes to the business model will allow B3 Well Services to achieve unlimited growth and flexibility to market demand.

Products

- 3/4" Minus
- 1.5" Clean
- 2" Clean
- 3" Minus
- 4" Clean
- Class 5 Road Base
- 6" Rock
- Black Dirt
- Clay
- Cobble
- Rip Rap Rock
- Rock
- Sand
- Scoria

Services

- Interstate Trucking
- Intrastate Trucking
- Pipe Hauling
- Heavy Hauling
- Crane Service
- Qualified Riggers
- Spill/Clean-up Services
- Storage
- Water Well Drilling
- Man Camps & Truck Parking

Business Conditions

The markets in which Luminart currently operates are highly competitive. Competition is influenced by such factors as price, capacity, the quality and availability of equipment, availability of work crews, and reputation and experience of the service provider. Luminart believes that an important competitive factor in establishing and maintaining long-term customer relationships is having an experienced, skilled, and well-trained work force that is responsive to our customers' needs. Although we believe customers consider all of these factors, price is often the primary factor in determining which service provider is awarded the work.

Luminart's competition primarily consists of small regional or local contractors. The Company attempts to differentiate itself from its competition in large part through its superior equipment and the range and quality of services it has the capability to provide. We have invested a significant amount of capital into purchasing, developing, and maintaining a fleet of trucks and mining equipment that is critical to the services we provide. We believe we have been successful using this business model and believe it will enable us to continue to grow our business.

The Market

The Bakken is the largest domestic oil discovery since Alaska's Prudhoe Bay, and has the potential to eliminate all American dependence on foreign oil. The Energy Information Administration (EIA) estimates it at 503 billion barrels. Even if just 10% of the oil is recoverable ... at $107 a barrel, we're looking at a resource base worth more than $5.3 trillion.

Continental Resources said production from the Bakken reserve area in the Northern Plains increased 23 percent year-on-year. The company said net production from the Bakken field, spread out over much of North Dakota and Montana, totaled 108,573 barrels of oil equivalent per day during the second quarter, an 11 percent increase from the first quarter and 23 percent year-on-year. Nearly 90 percent of the output came from North Dakota, where output increased 13 percent from the first quarter of the year. Continental boasted that cumulative oil production from the Bakken reserve reached the 1 billion barrel mark at some point during the first quarter.

The company is the largest producer, driller and leaseholder in the Bakken field, which it says may be the largest oil field discovered in the world in more than 40 years.

The Bakken Formation in North Dakota lies inside the borders of the Williston Basin. The Bakken is affectionately referred to as the "Pork Chop" by folks in the industry. The USGS has estimated recoverable oil reserves in the Bakken and Three Forks Formations to be between 4 and 6 Billion barrels of oil. However, industry professionals peg the current recoverable reserves at approximately 24 Billion barrels with today's technology. This is a staggering number but even more staggering is the projected original oil in place (OOIP) at 400-500 Billion barrels!

North Dakota has billions upon billions of barrels of oil under its prairies. The most recent estimates put the total oil reserves for North Dakota at approximately 500 billion barrels of oil. However, not all of this oil is recoverable with today's technology. With today's technology, industry spokespeople approximate recoverable reserves somewhere in the 30 billion barrel range.

Although there has been a resurgence of oil activity in North Dakota associated with Hydraulic Fracturing and Horizontal Drilling, legacy production has been available in North Dakota since the 1950's. The most recent drilling boom is associated with a 99% success drilling rate in the Bakken Formation. These new technologies will allow the recovery of billions of barrels of oil over the next 30+ years.

The US Geological Survey (USGS) ignited the Williston Basin oil boom in 2008 with its assessment of over two billion barrels of recoverable oil from the Bakken field but gave made no assessment of America's Three Forks field to the south. The USGS just announced that its 2013 survey doubled its 2008 estimates for combined shale oil and recoverable natural gas deposits in the Bakken and Three Forks areas of the Williston basin to 7.4 billion barrels of oil and 6.7 trillion cubic feet of natural gas. The USGS survey results are expected to dramatically increase oil and gas investment in the region.

As the sole provider of publicly available geologic-based estimates of undiscovered and technically recoverable conventional and "continuous" oil and gas resources in the United States, the just-released USGS 2013 survey estimates that the Three Forks, with a recoverable assessment of 3.73 billion barrels, is larger than the Bakken formation with its assessment of 3.65 billion barrels. By comparison, the second-largest continuous oil accumulation in the U.S. is the combined resources of the Eagle Ford Shale and Austin Chalk in the Western Gulf Basin of Texas and Louisiana, which is assessed at just 1.7 billion barrels of oil.

The USGS assessment determined that the Three Forks field, which is located entirely in the U.S., ranges from 1.5 to 7 times thicker than the Bakken field, which straddles the U.S. and Canada. The Three Forks "pay zone" is consistent with wells recently drilled in the Three Forks area that achieved "pay-back" on investment in just seven months versus over a year in the Bakken area.

U.S. oil and gas reserves come from source rock formations. Conventional oil and gas resources gradually migrate away from the source rock into pooled formations that can be drilled vertically. But "continuous" resources remain trapped within thermally mature, organic-rich shale that remains in or adjacent to the source rock with minimal migration. Continuous accumulations are referred to as "shale oil" or "tight oil," depending upon whether the oil and gas is produced from the shale itself or from adjacent tight reservoirs. Continuous accumulations are "regionally extensive," and hydrocarbons are extracted by drilling down vertically, then drilling horizontally to hydraulically fracture the area to expose a greater surface of the reservoir rock to stimulate oil and gas flow.

The first Williston basin oil deposits were discovered in the early 1950s. Over the next 50 years, about 150 million barrels of oil were produced from the Bakken formation with vertical drilling practices. But in the past decade, production in the Bakken was augmented by use of horizontal drilling combined with hydraulic fracturing. Production from wells in North Dakota and Montana rose from 24,000 barrels per day in 2004 to 937,263 barrels per day in April of 2014.

To recover the continuous oil deposits in the Williston basin, the USGS estimates it will require drilling at least another 40,000 wells. At the 2012 rate of drilling, it will take 20 or more years to develop and recover the oil.

In addition to this oil bonanza, the latest USGS assessment estimates that the Bakken and Three Forks contain 6.7 trillion cubic feet of recoverable natural gas and 0.53 billion barrels of recoverable natural gas liquids, an 81% increase over the 2008 estimate.

There has been very little natural gas drilling and oil wells in North Dakota "flare-off" gas due to lack of transport pipelines. But the largest holder of gas rights in the Bakken field is Exxon Mobil Corporation, which in 2010 acquired XTO Energy in a $41-billion deal that made Exxon the largest natural gas producer in the United States.

In September 2012, as the USGS was just beginning its assessment, Exxon boosted its holdings by 50% to 600,000 acres after it paid Denbury Resources $1.6 billion for 100% of its properties in the Bakken shale. Exxon has said that it plans to increase capital spending by $7 billion to $8 billion a year, with a significant amount going toward "unconventional plays" in the U.S., including the Bakken field, according to a January 20, 2013 article in *Petroleum News*.

The media has been full of naysayers regarding the size and sustainability of America's energy boom. But the doubling of the Williston basin assessment will accelerate what has already been a huge investment boom in shale oil. With a mammoth player like Exxon tying up huge tracts of the Bakken field, America's shale oil boom is about to be joined by a new natural gas boom.

North Dakota Field Production of Crude Oil (Thousand Barrels)

Year	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
Year	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
1981	3,787	3,493	3,790	3,805	3,974	3,839	3,841	3,836	3,789	3,879	3,626	3,765
1982	3,543	3,409	3,807	3,740	3,932	3,905	4,048	4,141	4,068	4,180	4,119	4,379
1983	4,330	3,983	4,419	4,269	4,244	4,154	4,247	4,204	4,164	4,339	4,184	4,153
1984	4,321	4,159	4,461	4,261	4,431	4,337	4,533	4,579	4,332	4,515	4,299	4,424
1985	4,367	3,919	4,425	4,259	4,347	4,257	4,332	4,346	4,184	4,318	4,097	4,006
1986	4,139	3,758	4,065	3,908	3,979	3,786	3,777	3,727	3,527	3,666	3,599	3,697
1987	3,659	3,291	3,617	3,514	3,546	3,382	3,509	3,382	3,338	3,399	3,290	3,424
1988	3,356	3,159	3,379	3,292	3,413	3,289	3,348	3,324	3,174	3,292	3,146	3,171
1989	3,178	2,827	3,149	2,989	3,089	2,943	3,133	3,098	2,980	3,159	3,084	3,115
1990	3,121	2,827	3,137	3,026	3,121	2,994	3,071	3,103	3,020	3,139	3,059	3,099
1991	3,120	2,847	3,146	3,033	3,139	2,997	3,075	3,037	2,827	2,928	2,821	2,921
1992	2,878	2,707	2,861	2,745	2,807	2,685	2,755	2,772	2,679	2,737	2,605	2,662
1993	2,664	2,441	2,694	2,553	2,636	2,573	2,625	2,587	2,548	2,626	2,478	2,490
1994	2,370	2,122	2,341	2,280	2,380	2,270	2,333	2,326	2,246	2,339	2,244	2,324
1995	2,431	2,194	2,479	2,508	2,498	2,345	2,418	2,494	2,418	2,526	2,471	2,552
1996	2,565	2,419	2,663	2,618	2,708	2,674	2,807	2,820	2,761	2,872	2,674	2,734
1997	2,767	2,614	2,862	2,817	3,072	2,983	3,079	3,108	3,042	3,185	3,108	3,196
1998	3,139	2,727	3,039	3,023	3,115	2,977	2,986	2,972	2,849	2,968	2,871	2,897
1999	2,822	2,550	2,809	2,732	2,820	2,726	2,783	2,741	2,651	2,786	2,682	2,781
2000	2,766	2,627	2,818	2,722	2,804	2,698	2,748	2,713	2,668	2,805	2,630	2,720
2001	2,763	2,480	2,739	2,635	2,742	2,567	2,674	2,675	2,576	2,653	2,560	2,627
2002	2,624	2,404	2,628	2,533	2,611	2,505	2,583	2,647	2,539	2,613	2,535	2,580
2003	2,556	2,316	2,531	2,405	2,462	2,398	2,484	2,481	2,422	2,458	2,399	2,497
2004	2,454	2,306	2,546	2,497	2,603	2,533	2,593	2,673	2,610	2,734	2,735	2,868
2005	2,797	2,590	2,957	2,820	2,889	2,869	3,039	3,097	3,041	3,188	3,155	3,232
2006	3,054	2,908	3,280	3,102	3,395	3,349	3,421	3,482	3,397	3,524	3,461	3,569
2007	3,566	3,268	3,661	3,560	3,737	3,671	3,834	3,866	3,812	4,007	3,923	4,217
2008	4,264	3,998	4,459	4,522	4,849	4,987	5,364	5,571	5,697	6,325	6,469	6,275
2009	5,820	5,386	6,055	5,901	6,386	6,452	7,064	7,203	7,140	7,440	7,375	7,507
2010	7,329	7,319	8,607	8,556	9,268	9,444	9,973	10,230	10,299	10,660	10,711	10,668
2011	10,631	9,766	11,166	10,538	11,282	11,575	13,175	13,833	13,920	15,201	15,311	16,587
2012	16,586	16,199	17,902	18,285	19,839	19,939	20,964	21,744	21,877	23,226	22,052	23,873
2013	22,871	21,813	24,273	23,816	25,149	24,648	27,148	28,247	27,989	29,301	29,294	28,727
2014	28,989	26,658	30,289	30,034	32,229							

- = No Data Reported; -- = Not Applicable; NA = Not Available; W = Withheld to avoid disclosure of individual company data.

Release Date: 7/30/2014

As of 2006, the state was only producing about 100,000 barrels of crude oil per day, putting it on par with other mid-tier oil producing states like Kansas, Colorado and Montana. But new hydraulic fracturing techniques and the opening of the massive Bakken formation to drilling changed all that, and as of January 2013 the state was producing an average of 770,000 barrels of crude per day, for a total of 23,834,000 barrels per month. That's double the amount the state was producing just two years ago.

It is a lot of oil, to be sure, but even with this recent explosion in production North Dakota is in just third place nationally. Texas produces a staggering 2,220,000 barrels per day, and the rigs that operate in the U.S. Federal Offshore region account for another 1,389,000 barrels per day. North Dakota currently accounts for about 10% of all U.S. crude production.

U.S. crude oil refinery inputs averaged about 15.8 million barrels per day during the week ending November 7, 2014, 267,000 barrels per day more than the previous week's average. Refineries operated at 90.1% of their operable capacity last week. Gasoline production decreased last week, averaging over 9.3 million barrels per day. Distillate fuel production increased last week, averaging over 4.8 million barrels per day.

U.S. crude oil imports averaged about 6.9 million barrels per day last week, up by 202,000 barrels per day from the previous week. Over the last four weeks, crude oil imports averaged over 7.0 million barrels per day, 6.8% below the same four-week period last year. Total motor gasoline imports (including both finished gasoline and gasoline blending components) last week averaged 501,000 barrels per day. Distillate fuel imports averaged 86,000 barrels per day last week.

U.S. commercial crude oil inventories (excluding those in the Strategic Petroleum Reserve) decreased by 1.7 million barrels from the previous week. At 378.5 million barrels, U.S. crude oil inventories are in the upper half of the average range for this time of year. Total motor gasoline inventories increased by 1.8 million barrels last week, and are in the lower half of the average range. Finished gasoline inventories decreased while blending components inventories increased last week. Distillate fuel inventories decreased by 2.8 million barrels last week and are near the lower limit of the average range for this time of year. Propane/ propylene inventories rose 0.9 million barrels last week and are well above the upper limit of the average range. Total commercial petroleum inventories decreased by 5.2 million barrels last week.

Total products supplied over the last four-week period averaged over 19.5 million barrels per day, down by 1.0% from the same period last year. Over the last four weeks, motor gasoline product supplied averaged about 9.0 million barrels per day, down by 0.8% from the same period last year. Distillate fuel product supplied averaged about 3.7 million barrels per day over the last four weeks, down by 7.0% from the same period last year. Jet fuel product supplied is up 6.7% compared to the same four-week period last year.

The WTI price was $78.71 per barrel on November 7, 2014, $1.82 below last week's price and $15.85 under a year ago. The spot price for conventional gasoline in the New York Harbor was $2.232 per gallon,
$0.048 less than last week's price and $0.377 lower than a year ago. The spot price for No. 2 heating oil in the New York Harbor was $2.354 per gallon, $0.015 below last week's price and $0.504 under a year ago.

The national average retail regular gasoline price decreased for the sixth week in a row to $2.941 per gallon on November 10, 2014, $0.052 per gallon less than last week and $0.253 under a year ago. The national average retail diesel fuel price increased to $3.677 per gallon, $0.054 per gallon over last week but $0.155 under a year ago.

Refinery Activity (Thousand Barrels per Day)

	Four Weeks Ending		
	11/7/14	10/31/14	11/8/13
Crude Oil Input to Refineries	15,394	15,286	15,0
Refinery Capacity Utilization	88.0	87.4	87.
Motor Gasoline Production	9,358	9,335	9,08
Distillate Fuel Oil Production	4,627	4,566	4,91

See Table 2.

Products Supplied (Thousand Barrels per Day)

	Four Weeks Ending		
	11/7/14	10/31/14	11/8/13
Motor Gasoline	8,968	8,977	9,04
Distillate Fuel Oil	3,671	3,606	3,94
All Other Products	6,901	6,894	6,74
Total	19,539	19,477	19,7 31

See Table 1.

Stocks (Million Barrels)

Prices (Dollars per Gallon except as noted)

	11/7/14	10/31/14	11/8/13
Crude Oil (Excluding SPR)	378.5	380.2	388.
Motor Gasoline	203.6	201.8	209.
Distillate Fuel Oil[1]	116.9	119.7	117.
All Other Oils	428.1	430.6	396.
Crude Oil in SPR	691.0	691.0	696.
Total	1,818.0	1,823.2	1,806

See Table 1.

Net Imports (Thousand Barrels

	Four Weeks Ending		
	11/7/14	10/31/14	11/8/13
Crude Oil	6,619	6,833	7,490
Petroleum Products	-1,934	-2,020	-1,359
Total	4,686	4,813	6,131

See Table 10.1 11.2.14.

	11/7/14	10/31/14	11/8/13
World Crude Oil (Dollars per Barrel)	–	–	–
Spot Prices			
WTI Crude Oil - Cushing (Dollars per Barrel)	78.71	80.53	94.5
Conv. Regular Gasoline - NYH	2.232	2.280	2.60
No. 2 Heating Oil - NYH	2.354	2.369	2.85
Ultra-Low Sulfur Diesel Fuel - NYH	2.508	2.526	2.87
Propane - Mont Belvieu	0.837	0.895	1.18
Motor Gasoline - Regular	2.941	2.993	3.194
Motor Gasoline - Midgrade	3.134	3.187	3.380
Motor Gasoline - Premium			

See Table 1.

Retail Prices		
11/10/14	11/3/14	11/11/13

Data for the week ending November 7 reflect benchmarking to the August *Petroleum Supply Monthly* values.

– = Data Not Available.

1 Distillate fuel oil stocks located in the "Northeast Heating Oil Reserve" are not included. Note: Data may not add to total due to independent rounding.

Dependence on One or a Few Major Customers

Luminart serves numerous road construction companies and major and independent oil and natural gas companies that are active in its core areas of operations.

Significant Events

In January of 2012, the Company acquired complete ownership of White Star Sand & Gravel, adding approximately $4 million to our2012 annual revenues. The Company also expanded its mining sites from Blaisdell to include Newtown and Donneybrook.

In May of 2012 the Company formed Outwest Field Services, a general contractor, expanding its services base to interstate trucking, heavy hauling, crane services, qualified rigging and hazmat cleanup. Outwest achieved vendor status with Thomas Tools and signed Master Service Agreements (MSAs) with EMS and Bridger Logistics. These agreements are anticipated to add millions of dollars of annual revenue to the Company.

During the third quarter of 2012 the Company broke ground on a man camp and truck parking facilities for transient oil field workers. In addition, the Company formed an Advisory Board comprised of two very highly skilled gentlemen.

On February 28, 2013, the company acquired the operations of Monson Corporation of North Dakota and its assets in North Dakota and Montana, to include Westby Rock & Gravel LLC.

During the quarter it was determined by the Board of Directors that the Company was misled in its acquisition of the Monson Corporation in February 2013.

4) Describe the Issuer's Facilities:

The Company headquarters are located at 3201 Hesper Road, Suite 15, Billings, MT 59102. As well, the Company leases sites in North Dakota in Newtown, Burke County, Montrail County, Fairview, Sidney, Westby, and Richie from which it mines its aggregates.
The company owns its mining properties in Westby, North Dakota.

5) Officers, Directors and Control Persons

A. Names of Officers, Directors and Control Persons. In responding to this item, please provide the names of each of the Issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than 5% of any class of the Issuer's equity securities), as of the date of this information statement.

Directors and Executive Officers and Corporate Governance

The following sets forth the names and ages, as of September 30, 2014, of the members of the Board of Directors, their respective positions and offices with the Company, the period during which each has served as a director of the Company and their principal occupations or employment during the past five years.

Name	Age	Position	Director/Officer Since
Wm. Michael Reynolds	69	Chief Executive Officer Director	1996
Burke L. Bentley	42	President	2011
Thomas W. Maher	71	Chief Financial Officer	1998
Randy C. Bentley	63	Director	2011
Paul Durosko	50	Director	2013

All directors serve until their successors have been duly elected and qualified, unless they earlier resign.

Wm. Michael Reynolds:

Since 1996 Mr. Reynolds has been Chairman and Chief Executive officer of Luminart Corp and its predecessors, Chaos Group, Inc. and Past-Tell, Inc. Mr. Reynolds is an experienced Chairman and C level executive. He has directed the transition from start up revenue to substantial revenue in multiple market segments over his successful career. His passion, leadership and turn around talent in the waste management business molded G I Industries into a public acquisition target in less than 2 years. The stock value grew from fifty cents a share to over eleven dollars and was bought out by Waste Management a public company. The key to his success is pragmatic operations combined with equity driven management. The defined goal is to drive the market multiple into M&A for accelerated growth. "Black Monday" 1987 gave Mr. Reynolds a springboard into building a regulated clearing broker-dealer into a west coast leader in service and trading revenues. His ability to find value as a trader and pragmatic operator drove the company from five cents a share to trade over six dollars during his term as President and Vice Chairman of the Beverly Hills broker-dealer. The company went on to trade over fifty dollars a share. His involvement in consulting and market making has helped hundreds of small public companies become nationally listed and are still traded today. Mr. Reynolds believes that management has a responsibility to govern greed in every transaction to protect shareholder interest.

Mr. Reynolds is under a three-year employment contract requiring an annual salary of $78,000 subject to adjustment by the Board of Directors.

Burke Bentley:

Burke Bentley has been in business for just under 10 years. Burke's experience started with him co-founding Rock Creek Livestock LLC (2005), which provided the capital and laid the groundwork to move on to acquiring the Aggregate business he concurrently runs. From 2007 to 2008 Burke worked to develop the Snowville Aggregate site, and in this process, jointly assessed the quantity and quality of aggregate with Klienfielder geological services. In 2010, Rock Creek purchased 1200 acres in Franklin, Id. to expand the Aggregate portion of the business. 2011 marked the start of 3 new Aggregate sites, one in Franklin, Idaho and the other 2 in North Dakota as a part of the development of B3 Well Services LLC.

Mr. Bentley is under a three-year employment contract requiring an annual salary of $130,000 subject to adjustment by the Board of Directors.

Thomas W. Maher:

Mr. Maher brings more than 25 years of seasoned senior finance and administration executive experience with private and public companies. He has been the CFO of Luminart Corp. since its merger with Chaos Group in 1998. He is also experienced as Chief Financial Officer for a public-reporting automotive additive company. Prior to this, Mr. Maher exercised his entrepreneurial expertise as CFO of a start-up telecommunications company for five (5) years. The company grew to an annual revenue base exceeding $5 million and was subsequently sold at a substantial profit to all investors. In addition, he has held mid- and senior management positions in commercial and residential construction, data systems, in the automobile manufacturing/financial industry and in commercial banking.

Mr. Maher is under a three-year employment contract requiring an annual salary of $65,000 subject to adjustment by the Board of Directors.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); None

The company is currently involved in a lawsuit with Monson Corporation in an attempt to negate all prior contracts associated with that company, to include equipment lease, employment contract and costs associated with the acquisition. None

During the last five (5) years, none of our directors or officers has:

(1) had any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; None

(2) been convicted in a criminal proceeding or subject to a pending criminal proceeding; None

(3) been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or None

(4) been found by a court of competent jurisdiction in a civil action, the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated. None

C. Beneficial Shareholders.

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth certain information regarding beneficial ownership of our common stock as of September 30, 2014: (i) by each of our directors, (ii) by each of our Executive Officers, (iii) by all of our executive officers and directors as a group, and (iv) by each person or entity known by us to beneficially own more than ten percent (10%) of any class of our outstanding shares. As of September 30, 2014 there were 42,703,545 shares of our Common Stock outstanding and 12,577,036 shares of Series A Preferred Stock outstanding:

Officers, Directors and Control persons	Number of Shares of Stock Held	Ownership Percentage of Common Stock	Number of Shares of Preferred Stock Held	Ownership Percentage of Preferred Stock
Wm. Michael Reynolds (1)	1,872,183	4%	2,551,842	20%
Burke L. Bentley(1)	0	*	865,762	7%
Thomas W. Maher(1)	1,282,100	3%	1,000,000	8%
Randy C. Bentley(1)	0	*	875,762	7%
Jerry Morrell(1)	0	*	481,000	4%
Paul Durosko(1)	0	*	0	0
CapFlow Funding Group(2)	0	*	1,170,000	9%
Officers and Directors as a	3,154,283	7%	5,774,366	46%

* Less than 1%

(1) The address is 3201 Hesper Road, Suite 5, Billings, MT 59102

(2) The address is 343 Third Street, Suite 103-B, Laguna Beach, CA 92651

12) Third Party Providers

Legal Counsel:

Phillip E. Koehnke, APC
P. O. Box 235472
Encinitas, CA 92024

Accountant:

Eide Bailly
4310 17th Avenue S.
Fargo, ND 58103

Investor Relations Consultant

Luminart Investor Relations
3201 Hesper Road, Suitw 5
Billings, MT 59102
(801) 786-9728

I, Thomas W. Maher certify that:

1. I have reviewed this quarterly report statement of Luminart Corp.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

November 15 2014

/s/ Thomas W. Maher
By: Thomas W. Maher
Its: Chief Financial Officer