Annual Disclosure Statement

For the Year Ended: December 31, 2012

LUMINART CORP.

Wyoming	**87-0413934**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

Post Office Box 1059, Stanley, ND 58784
(Address of principal executive offices)

(701) 628-5864
(Registrant's telephone number, including area code)

Issuer's revenues for its most recent fiscal year to-date**:** $16,418,590

As of December 31, 2012, there were 33,061,445 shares of the registrant's Common Stock (Par Value $0.001) outstanding and 11,940,442 shares of Series A Preferred Stock (Par Value $0.001) outstanding.

The aggregate market value of the common stock held by non-affiliates of the Registrant as of December 31, 2012 was approximately $2,183,248 based upon the closing sale price of the Registrant's Common Stock of $0.07 on such date. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements are not historical facts but rather are based on current expectations, estimates and projections. We use words such as “anticipate,” “expect,” “intend,” “plan,” “believe,” “foresee,” “estimate” and variations of these words and similar expressions to identify forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted. These risks and uncertainties include the following *:*

- The availability and adequacy of our cash flow to meet our requirements;
- Economic, competitive, demographic, business and other conditions in our local and regional markets;
- Changes or developments in laws, regulations or taxes in our industry;
- Actions taken or omitted to be taken by third parties including our suppliers and competitors, as well as legislative, regulatory, judicial and other governmental authorities;
- Competition in our industry;
- The loss of or failure to obtain any license or permit necessary or desirable in the operation of our business;
- Changes in our business strategy, capital improvements or development plans;
- The availability of additional capital to support capital improvements and development; and
- Other risks identified in this report and in our other filings with the Securities and Exchange Commission or the SEC.

PART I

Corporate History

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 Corp., a Canadian company, and 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 Luminart Preferred A shares. 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 Preferred A stock. On May 17, 2012 the Company formed Outwest Field Services, a Wyoming limited liability company.

The Company's corporate offices are located at 120 South Main Street, Suite 4, Post Office Box 1059, Stanley, ND 58784.

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
Outwest Field Services, LLC	Wyoming	100% Luminart	General Contracting & Intrastate Trucking
Monson Corporation North Dakota Operations	Minnesota	100% Luminart	Mining & Aggregates
Westby Rock & Gravel, LLC	North Dakota	100% Luminart	Mining & Aggregates

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 three (3) mining sites from which the company provides road and oil field pad base in the Bakken Oil Reserve in Northwestern North Dakota.

3) Black & Blue Water Service LLC Since its inception in 2011 Black & Blue Water Service has provided water well drilling from its facilities in Balisdell, North Dakota.

4) Outwest Field Services LLC The company is a general contractor and specializes in pipe hauling, heavy hauling, crane **service** and specialty loads, with newly added spill/clean up **services**. Outwest also provides interstate trucking.

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

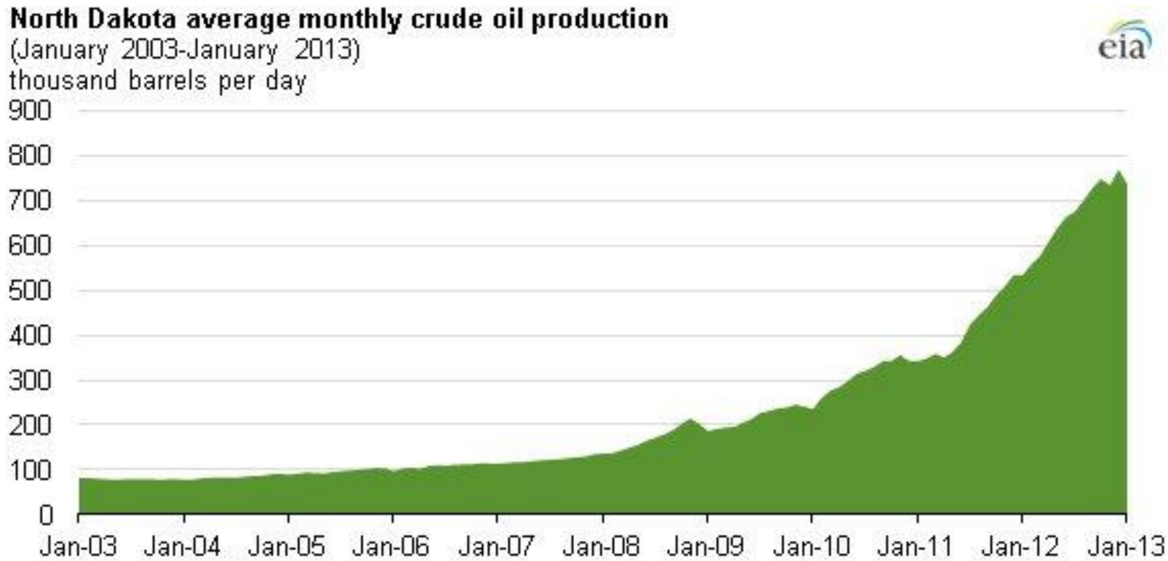
- Interstate Trucking
- Intrastate Trucking
- Pipe Hauling
- Heavy Hauling
- Crane Service
- Qualified Riggers
- Spill/Clean-up Services
- Storage
- Water Well Drilling
- Man Camps & Truck Parking

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



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.

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 our annual revenues. The Company also expanded its mining sites 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 2012, the Company converted approximately $3.4 million of equipment leases into purchases, adding to our asset value and saving the Company thousands of dollars of monthly expenses.

During the third quarter of the year the Company broke ground on a man camp and truck parking facilities for transient oil field workers. The man camp is expected to be completed during the first quarter of 2013. 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. In accordance with SEC Rule 11-01 the assets and 2012 operations results are incorporated herein.

Item 2 . Properties

The Company headquarters are located at 120 South Main Street, Suite 4, Stanley, ND 58784. Additionally, the Company leases space in Blaisdell, North Dakota, Stanley, North Dakota and Bountiful, Utah. As well, the Company leases sites in North Dakota in Blaisdell, Newtown and Donneybrook from which it mines its aggregates. We also lease the sites in Blaisdell, North Dakota for our man camps and our truck parking facility.

Legal Proceedings

None

Submission of Matters to a Vote of Security Holders

None.

PART II

Market for the Common Equity and Related Stockholder Matters

Price Range of Our Common Stock

Our shares of common stock are currently trading on the OTC Pink Sheets, our trading symbol was "LUMP.". The OTCBB is a regulated quotation service that displays real-time quotes, last-sale prices, and volume information in over-the-counter equity securities. An OTCBB equity security generally is any equity that is not listed or traded on NASDAQ or a national securities exchange. The reported high and low bid and ask prices for the common stock are shown below for the period from January 1, 2012 through December 31, 2012.

	Bid*			
Period Ended		**Low**		**High**
Mar 2012	$	0.05	$	0.08
June 2012	$	0.08	$	0.20
Sept 2012	$	0.08	$	0.14
Dec 2012	$	0.06	$	0.10

Because our common stock is subject to the SEC's penny stock rules, broker-dealers may experience difficulty in completing customer transactions, and trading activity in our securities may be adversely affected.

Transactions in our common stock are currently subject to the "penny stock" rules promulgated under the Securities Exchange Act of 1934. Under these rules, broker-dealers who recommend our securities to persons other than institutional accredited investors must:

- make a special written suitability determination for the purchaser;
- receive the purchaser's written agreement to a transaction prior to sale;
- provide the purchaser with risk disclosure documents which identify certain risks associated with investing in "penny stocks" and which describe the market for these "penny stocks" as well as a purchaser's legal remedies; and
- obtain a signed and dated acknowledgment from the purchaser demonstrating that the purchaser has actually received the required risk disclosure document before a transaction in a "penny stock" can be completed.

As a result of these rules, broker-dealers may find it difficult to effectuate customer transactions and trading activity in our securities may be adversely affected. As a result, the market price of our securities may be depressed, and you may find it more difficult to sell our securities.

Holders

As of December 31, 2012, there were approximately 480 holders of record of our common stock and 30 holders of our preferred stock.

Dividends

We have not paid any cash dividends on our common stock or preferred stock since inception and presently anticipate that all earnings, if any, will be retained for development of our business and that no dividends on our common stock or preferred will be declared in the foreseeable future. Any future dividends will be subject to the discretion of our Board of Directors and will depend upon, among other things, future earnings, operating and financial condition, capital requirements, general business conditions and other pertinent facts. Therefore, there can be no assurance that any dividends on our common stock or preferred stock will be paid in the future.

Securities Authorized for Issuance Under Equity Compensation Plans

None.

Recent Sales of Unregistered Securities

None.

Management's Discussion and Analysis or Plan of Operation.

The following discussion should be read in conjunction with our audited financial statements and notes thereto included herein. In connection with, and because we desire to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we caution readers regarding certain forward looking statements in the following discussion and elsewhere in this report and in any other statement made by, or on our behalf, whether or not in future filings with the Securities and Exchange Commission. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward looking statements made by, or our behalf. We disclaim any obligation to update forward-looking statements.

Overview

The mission of Luminart Corp. is to be recognized as the industry standard for high quality, products and services, both commercially and governmentally, in North Dakota and in the other states within which we expand our operations.

Our customers exist throughout our marketing and service area, and continue to increase. Our outlook for the future development of the Bakken Oil Reserve continues to expand and we see continued growth. 25% of North Dakota's roads are in poor or mediocre condition and the State has recently enacted a bill to invest $2.7 billion in 2013 for repairs and upgrades.

PLAN OF OPERATIONS FOR THE NEXT TWELVE MONTHS

It is our goal to continue to aggressively build on our success in providing our excellent products to assist in the North Dakota infrastructure expansion and to expand to oil field infrastructure. .

Our attention going forward is to increase market awareness of our name and the benefits provided by our product line. During 2013, the Company will be directing its concerted focus to full compliance with Sarbanes-Oxley requirements, as revised in Audit Standard No. 5 for small businesses, in implementing Section 404(a) of the Act.

Results of Operations

The following financial data compares the balances as relates to Luminart Corp. for the fiscal years ended December 2011 and 2012. The following discussion has been updated using the restated financial statement balances.

Revenues

The Company recognized revenues of $16,418,590 for the year ended December 31, 2012 compared to $1,351,095 for the year ended December 31, 2011. The primary source of revenue for the years ended December 31, 2012 and 2011 is from the sale of aggregates and trucking. Other components of revenue include general contracting and water well drilling. Freight is billed to the customer and compared to the amount of freight recorded in cost of sales, so that the Company is adequately capturing the cost of freight and billing to the client appropriately. The increase of gross revenues for the year 2012 is primarily attributable to the acquisition of Monson Corporation.

Gross Profit

Gross profit, defined as revenues less cost of goods sold, was $3,329,672 or 22% of sales for the year ended December 31, 2012, compared to $465,081 or 34% of sales for the year ended December 31, 2011. The reason for the decrease in gross profit and in cost of sales in 2012 is due to the increase in fuel and labor costs and the early onset of winter in the Bakken Reserve. Management continues to direct attention to increasing production efficiency and reducing cost of sales as a percentage of gross revenue.

Operating Expenses

The Company's current operating expenses are comprised of costs associated with administration; including salaries, consulting, marketing, legal and business development. We will incur additional operating expenses for new staff members as they are hired.

Depreciation expense incurred for the year ended December 31, 2012 was $459,346, versus $35,975 for the year ended December 31, 2011. The increase in depreciation was due to the purchase in 2012 of the new equipment as well as acquired assets from the Monson acquisition. Production and office equipment are depreciated on a 5-year basis, and the buildings are depreciated on a 25-year basis. Depreciation is shown in general and administrative expenses.

General and Administrative expenses incurred during the year ended December 31, 2012 totaled $4,377,161 versus $318,481 for the year ending December 31, 2011.. These expenses were incurred primarily in the following accounts:

Advertising	66,011.00
Building & Rent	91,822.00
Depreciation	459,346.00
Employee Benefits	114,191.00
Equipment Rental	127,226.00
Insurance	320,070.00
Interest	618,942.00
Outside Services	86,546.00
Payroll	126,084.00
Repairs	78,814.00
Supplies	80,194.00
Telephone	24,023.00
Travel	86,054.00
Non-Recurring	2,046,500.00

Net Profit

The Company incurred a loss for the year ended December 31, 2012 of $1,047,488 and EBITDA of $2,077,300 as compared to a net profit of $108,851 and EBITDA of $146,600 for the year ended December 31, 2011. The main reason for the increase in net profit is due to the acquisition of Monson Corporation.

NON-OPERATING INCOME AND EXPENSES

Interest expense totaled $618,942 during the year ended December 31, 2012 as compared to $0 in 2011. Depreciation expense for the year ended December 31, 2012 was $459,346 versus $31,366 for the year ended December 31, 2011. During the year the Company executed a Quit Claim Deed for its Idaho property transferring it to its original owner. The non-recurring loss due to this was $2,046,500.

Liquidity and Capital Resources

On December 31, 2012, we had working capital of $2,009,381 and stockholders' equity of $5,377,584 compared to a working capital of $142,121 and stockholders' equity of $1,803,690 on December 31, 2011.

On December 31, 2012, the Company had $228,344 in cash, total assets of $11,506,687 and total liabilities of $6,129,103, compared to $131,522 in cash, total assets of $3,630,057 and total liabilities of $1,826,367 on December 31, 2011.

We anticipate, based on currently proposed plans and assumptions relating to our operations, that our current cash and cash equivalents together with projected cash flows from operations and projected revenues will be sufficient to satisfy our contemplated cash requirements for the next twelve months. Our contemplated cash requirements for 2013 and beyond will depend primarily upon the level of sales of our products, inventory levels, product development, sales and marketing expenditures and capital expenditures.

Management of the Company has undertaken steps as part of a plan with the goal of sustaining Company operations for the next twelve months and beyond. These steps include: (a) attempting to raise additional capital and/or other forms of financing, some of which was consummated during the first quarter 2013 (please see 'Loan Facilities', below); (b) controlling overhead and operating expenses; and (c) continuing to increase the sales of its products and services.

Loan Facilities

On December 31, 2012, the company entered into a loan agreement with a third party in the amount of $200,000.00. The loan carries interest at 2% per month paid in arrears.

In February 2013 the company negotiated a $1,000,000 line of credit with its factoring company.

It is felt that these facilities will allow the company to sustain its operations until the North Dakota weather clears sufficiently for us to resume our profitable operations.

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.

Critical Accounting Policies

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.

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.

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. During the fiscal year ended December 31, 2012, the Company had no stock-based compensation.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

FINANCIAL STATEMENTS

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

	December 31, 2012 $ (unaudited)	December 31, 2011 $ (unaudited)
ASSETS		
Current Assets		
Cash	228,344	131,522
Accounts Receivable, net allowance of doubtful accounts	1,193,131	327,117
Other Current Assets	3,305,000	19,849
Total Current Assets	**4,726,475**	**478,488**
Property and Equipment (Net)	6,597,197	3,149,969
Other Assets	183,015	1,600
Total Assets	**11,506,687**	**3,630,057**
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts Payable	2,153,758	188,596
Accrued Liabilities	563,336	147,771
Notes Payable	3,412,009	1,490,000
Total Liabilities	**6,129,103**	**1,826,367**
Stockholders' Equity		
Common Stock (Note 6) Authorized: 185 million common shares, par value: $0.001 per share	33,061	32,367

Issued and outstanding: 33,061,445 and 32,366,768 common shares, respectively.		
Preferred Stock Authorized 15 million preferred shares, par value $0.001 per share Issued and outstanding 11,940,442 and 11,430,442 shares, respectively.	11,940	11,430
Additional Paid-In Capital	11,603,759	8,637,641
Accumulated Deficit	(6,271,176)	(6,877,748)
Total Stockholders' Equity	**5,377,584**	**1,803,690**
Total Liabilities and Stockholders' Equity	**11,506,687**	**3,630,057**

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

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

	For the Three Months Ended December 31, 2012 $	**For the Three Months Ended December 31, 2011 $**
		$
Revenue	728,741	1,006,168
Cost of Sales	705,866	681,252
Gross Profit	**22,875**	**324,916**
Operating Expenses		
General and Administrative	2,934,704	204,290
Total Operating Expenses	**2,934,704**	**204,290**
Total Operating Income (Loss)	**-2,911,829**	**120,626**
Other Income (Expenses)		
Depreciation	273,313	35,975
Interest Expense	459,114	833
Non-Recurring Expense	2,046,500	0
EBITDA	**-865,329**	**157,434**
Net Income/(Loss) Per Share	**0.00**	**0.00**
Weighted Average Shares Outstanding	**33,061,445**	**32,366,768**

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

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

	For the Twelve Months Ended December 31, 2012 $	For the Twelve Months Ended December 31, 2011 $
Revenue	16,418,590	1,351,095
Cost of Sales	13,088,918	886,014
Gross Profit	**3,329,672**	**465,081**
Operating Expenses		
General and Administrative	4,377,161	318,481
Total Operating Expenses	**4,377,161**	**318,481**
Total Operating Income (Loss)	**(1,047,488)**	**146.600**
Other Income (Expenses)		
Depreciation	459,346	35,975
Interest Expense	618,942	1,778
Non-Recurring Expense	2,046,500	4
EBITDA	**2,077,300**	**108,851**
Net Income/(Loss) Per Share	**0.06**	**0.00**
Weighted Average Shares Outstanding	**33,061,445**	**32,366,768**

(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 Twelve Months. Ended December 31, 2012
OPERATING ACTIVITIES	
Net Profit	(1,047,488)
Adjustments to reconcile Net Income	
to net cash provided by operations:	
Depreciation	459,346
Accounts Receivable	-866,014
Accounts Payable	1,975,908
Other Short Term Liabilities	415,565
Other Assets	-893,288
Net cash provided by Operating Activities	44,029
INVESTING ACTIVITIES	
Trucks and Equipment	-5,905,228
Net cash provided by Investing Activities	-5,905,228
FINANCING ACTIVITIES	
Net Loans	
Other	5,764,377
Net cash provided by Financing Activities	5,764,377
Net Cash Increase	96,822
Cash Beginning of Period	131,522
Cash End of Period	228,344

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

NOTES TO FINANCIAL STATEMENTS
(12/31/12)

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.

On March 19, 2013 Luminart Corp. formed Westby Rock & Gravel LLC, a North Dakota Corporation.

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 year ended December 31, 2012, the Company recognized sales revenue of $16,418,590 (2011 - $1,351,095) and generated a net loss of $1,047,488 (2011 profit - $146,600). At December 31, 2012, the Company had a working capital of $2,009,381 (2011 - $142,121) and an accumulated deficit of $6,271,176 (2011 - $6,877,749). 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.

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

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 subsidiary, 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 December 31, 2011 and 2012 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. If uncertainty exists with respect to the recoverability of certain amounts based on historical experience or economic climate, management will establish an allowance against the outstanding receivables.

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 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.

Inventory

	December 31, 2012 $	**December 31, 2011 $**
Raw Materials	2,105,000	0
Finished Goods	1,200,000	0
	3,305,000	**0**

Property and Equipment

	Cost	Accum. Amort.	Net Book Value 31-Dec-12	Net Book Value 31-Dec-11
	$	$	$	$
Real Property	3,556,000	(3,006,000)	550,000	2,959,228
Leasehold Improvements	149,218	0	149,218	0
Computers	143,516	135,373	8,143	661
Equipment	6,039,100	561,539	5,477,561	2,573
Furniture and Fixtures	183,732	183,732	0	0
Vehicles	511,882	99,607	412,275	187,507
Patents	900,000	900,000	0	0
	11,483,448	**4,886,251**	**6,597,197**	**3,149,969**

Notes Payable

During the year the Company incurred new equipment financing in the amount of $3,412,009.

Common Shares

	Common Stock Shares	Common Stock Par Value	Preferred Stock Shares	Preferred Stock Par Value	Additional Paid-In Capital	Accumulated Deficit	Total Equity
	#	$	#	$	$	$	$
Balance December 31, 2008	44,950,767.00	44,951.00	8,400,000.00	8,400.00	6,919,568.00	(7,490,868)	(517,949.26)
Issuance Common Shares for Services	2,000,000.00	2,000.00			(2,000.00)		
Shares converted to debt			(4,000,000.00)	(4,000.00)	(121,000.00)	(210,000)	(335,000.00)
Net Loss for 2009						(89,751)	(89,750.52)
Balance December 31, 2009	46,950,767.00	46,951.00	4,400,000.00	4,400.00	6,796,568.00	(7,790,619)	(942,699.78)
Issuance Common Shares for Services	500,000.00	500.00			4,500.00		
Debt Conversion to Common Stock	15,869,000.00	15,869.00					
Issuance Common Shares for Services	4,200,000.00	4,200.00			(4,200.00)		
Net Loss for 2010						(35,980)	
Balance December 31, 2010	67,519,767.00	67,520.00	4,400,000.00	4,400.00	6,981,680.00	(7,175,599)	(122,000.00)

Merger with B3 Well Services, LLC			4,000,000.00	4,000.00		(4,000.00)		
Merger with B3 Well Services, LLC						1,692,084.00	188,999	
Conversion of Common to Preferred	(35,153,211.00)	(35,153.44)	3,030,442.00	3,030.44		(32,123.00)		
Net Profit for 2011			.				108,851	
Balance December 31, 2011	32,366,556.00	32,366.56	11,430,442.00	11,430.44		8,637,641.00	(6,877,749)	1,803,679.23
Net Profit 3/31/2012							196,514	
Balance March 31, 2012	32,366,556.00	32,366.56	11,430,442.00	11,430.44		8,637,641.00	(6,681,235)	2,000,193.23
Merger White Star Sand & Gravel			200,000.00	200.00		2,192,772.77	(507,817)	
Shares for Debt			200,000.00	200.00		(200.00)		
Shares for Debt			10,000.00	10.00				
Shares Issued for Debt	500,000.00	500.00				495.00		
Shares Issued for Debt	5,000.00	5.00				4,995.00		
Shares Issued for Debt	10,000.00	10.00				9,990.00		
Shares Issued for Debt	164,889.00	164.89				13,026.23		
Shares Issued for Debt	5,000.00	5.00				4,995.00		
Shares Issued for Debt	10,000.00	10.00				9,990.00		
Net Profit 6/30/2012							179,464	
Balance June 30, 2012	33,061,445.00	33,061.45	11,840,442.00	11,840.44		10,873,705.00	(7,009,588)	3,909,019.12
Merger with Outwest Field Services			100,000.00	100.00		489,594.00		
Net Profit 9/30/2012							23b3,520	
Balance September 30, 2012	33,061,445.00	33,061.45	11,940,442.00	11,940.44		11,363,299.00	(6,776,068)	4,452,232.00
Merger with Monson Corp.						240,460	10,746	
Net Profit							(1,047,488)	
Balance December 31, 2012	33,061,445.00	33,061.45	11,940,442.00	11,940.44	0.00	11,603,759	(6,271,176)	6,113,427.00

Share 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 $
December 31, 2013	45,600
	45,600

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 $6,271,176 of net operating losses to carry forward to offset taxable income in future years which expire through fiscal 2025.

Subsequent Events

a) In February 2013, the Company arranged a $1,000,000 line of credit with its primary factoring company, CapFlow Funding Group Managers LLC.

b) In February 2013 the Company acquired all of the business and assets of Monson Corporation of North Dakota. In accordance with SEC Rule 11-01the financials were incorporated into Luminart end of year reporting financials and appear above.

c) In March 2013, the Company formed Westby Rock & Gravel LLC, a North Dakota corporation.

d) In March 2013, the Company added three new officers: Donny R. Wells, Vice President, National Director of Business Development and Treasurer, Kirt Bailey, Vice President National Director of Logistics, Chad Monson, Vice President, Director of Mining Operations, Joyce Campbell, Chief Administrative Officer, Assistant Controller, Matt Parker, Vice President, Human Resources/Safety.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE .

We have had no disagreements with our independent public accountants on accounting and financial disclosure.

CONTROLS AND PROCEDURES.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2012 using the criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

No material weaknesses or deficiencies, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of December 31, 2012, the Company determined that there were no control deficiencies.

OTHER INFORMATION

None.

PART III

Directors and Executive Officers and Corporate Governance

The following sets forth the names and ages, as of December 31, 2012, 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	67	Chief Executive Officer & Chairman	1996
Burke L. Bentley	40	President	2011
Thomas W. Maher	69	Chief Financial Officer	1998
Randy C. Bentley	62	Director	2011

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 $60,000 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 $120,000 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 $48,000 subject to adjustment by the Board of Directors.

INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS

We are not currently involved in any legal proceedings.

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;

(2) been convicted in a criminal proceeding or subject to a pending criminal proceeding;

(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

(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.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16 of the Securities Exchange Act of 1934 requires the Company's directors and certain executive officers and certain other beneficial owners of the Company's common stock to periodically file notices of changes in beneficial ownership of common stock with the Securities and Exchange Commission. To the best of the Company's knowledge, based solely on copies of such reports received by it, and the written representations of its officers and directors, the Company believes that for 2012 all required filings were timely filed by each of its current directors and executive officers.

Code of Ethics

We have adopted a Code of Ethics and Business Conduct for Officers, Directors and Employees that applies to all of our officers, directors and employees.

Advisory Board

On June 21, 2012 Luminart Corp. announced the organization of an advisory board to complement its current board of directors and serve as a valuable source of information and experience. The advisory board will be comprised of William (Bill) Rippy and Mitch Swergold. These additions further expand the company's already diversified background in oil field and aggregate services while increasing its depth in the investment arena.

Bill Rippy brings 55 years of experience in the oil and gas industry. Along with his experience come well-established relationships with regulatory services such as: B.L.M., U.S.G.S. and the North Dakota Industrial Commission, Department of Mineral Resources, Oil and Gas Division. Bill has vast experience in well development, plug and abandonment and well operations. He has been the owner/operator of Rippy Sales and Service, Wind River Oil Field Service, and partnered in a drilling and water trucking enterprise as well.

Mitch Swergold is an investor and former hedge fund manager with 17 years of experience in finance. Mitch's educational background includes a BA from Columbia University and a JD from Emory University School of Law. He practiced law in San Francisco, California before taking a sell side position at an investment bank. He remains a member of the California State Bar on inactive status. Mitch worked at several major hedge funds for nearly 10 years and has been a private investor ever since. Over his career, Mitch has focused on technology, macroeconomics, gold, commodities, currencies, mining and exploration and a variety of other industries. He has lived in 5 and has traveled to 49 countries on 5 continents and is conversant in several languages. Mitch was an Executive Producer and adviser on "UN Me," a feature length docutainment film released nationally in June 2012. Mitch has also advised a number of junior exploration companies in a variety of capacities. In recognition of his meaningful contributions, Mitch was appointed to the Advisory Board of Colombian Mines Corporation.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth the overall compensation earned over each of the past two fiscal years ending December 31, 2012 by (1) each person who served as the principal executive officer of the Company during fiscal year 2012; (2) the Company's most highly compensated executive officers as of December 31, 2012 with compensation during fiscal year 2012 of $100,000 or more; and (3) those individuals, if any, who would have otherwise been in included in section (2) above but for the fact that they were not serving as an executive of the Company as of December 31, 2012.

The following executive compensation was paid during 2011 or 2012:

Salary Compensation

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)	Options Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation Compensation ($) (2)(3)	Total ($)
Wm. Michael Reynolds-	2011	$ 0	$ 0	0					0
CEO & President	2012	$ 0	$ 0	0					0
Burke L. Bentley	2011	$ 0	$ 0	0					0
President	2012	$ 0	$ 0	0					0

Thomas W. Maher -	2011	$ 0	$ 0	0	0
CFO	2012	$ 24,800	$ 0	0	24,800

There were no stock options granted or exercised by the named executive officers in 2008.

GRANTS OF PLAN BASED AWARDS

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Payouts Under Equity Incentive Plan Awards			All Other Stock Awards; Number of Shares of Stock or Units	All Other Option Awards; Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($/Sh)	
-	-	-	-	-	-	-	-	--	-	-	-

There were no other stock based awards under the Stock Incentive Plan in 2012 to the Named Executive Officers.

OPTION EXERCISES AND STOCK VESTED

There were no options exercised or stock vested during the year ended December 31, 20128.

PENSION BENEFITS AND NONQUALIFIED DEFERRED COMPENSATION

The Company does not maintain any qualified retirement plans or non-nonqualified deferred compensation plans for its employees or directors.

EMPLOYMENT AGREEMENTS

On December 13, 2011, the Company entered into employment agreements with Wm. Michael Reynolds, Burke L. Bentley and Thomas W. Maher defining the terms of their employment with the Company and their compensation. The initial terms of employment under the agreements is through December 12, 2014 (unless earlier terminated in accordance with the terms of the agreements), with automatic one-year renewals for each of the successive two years following the Effective Date.

DIRECTOR COMPENSATION

Cash Compensation

Directors receive no cash compensation per in-person meeting of the Board of Directors.
Messrs. Rippy and Swergold are compensated annually with stock.

Item 12. 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 December 31, 2012: (i) by each of our directors, (ii) by each of the Named 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 five percent (10%) of any class of our outstanding shares. As of December 31, 2012 there were 33,061,445 shares of our Common Stock outstanding and 11,940,442 shares of Series A Preferred Stock outstanding:

	Common Stock
Name of Beneficial Owner	**Beneficial Ownership (1)**
Directors and Named Executive Officers	
Wm. Michael Reynolds	1,872,183
Burke L. Bentley	0
Thomas W. Maher	0
Officers and Directors as a Group (4 Persons)	1,872,183
Other Beneficial Owners	
None	

	Preferred Stock
Name of Beneficial Owner	**Beneficial Ownership (1)**
Directors and Named Executive Officers	
Wm. Michael Reynolds	3,205,342
Burke L. Bentley	4,000,000
Thomas W. Maher	1,605,000
Randy C. Bentley	0
Officers and Directors as a Group (4 Persons)	8,810,342

<u>Other Beneficial Owners</u>

None

Changes in Control

We know of no plans or arrangements that will result in a change of control at our company.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

None

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on the 21st of March 2012.

Luminart Corp.
a Wyoming Corporation

April 15, 2013 By: *<u>/s/ Wm. Michael Reynoldss</u>*

Wm. Michael Reynolds
Chief Executive Officer and
Chairman of the Board

I, Thomas W. Maher, certify that:

1. I have reviewed this annual disclosure 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.

Dated: April 15, 2013

/s/ Thomas W. Maher
Thomas W. Maher
Chief Financial Officer