

For Period Ended: March 31, 2013

LUMINART CORP.

Wyoming

(State or other jurisdiction of incorporation or organization)

87-0413934

(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 quarter to-date: \$447,082

As of March 31, 2013, there were 40,861,445 shares of the registrant's Common Stock (Par Value \$0.001) outstanding and 11,780,442 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 March 31, 2013 was approximately \$4,086,145 based upon the closing sale price of the Registrant's Common Stock of \$0.10 on such date. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q 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 203, Post Office Box 1059, Stanley, ND 58784.

Corporate Structure

<u>Name</u>	<u>State of Formation</u>	<u>Ownership</u>	<u>Business</u>
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
Cale Construction	North Dakota	100% Luminart	General Contracting

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.
- 5) Monson Corporation From its acquisition in 2013, the company has provided intrastate trucking and hauling of aggregate mining materials for road infrastructure in the Bakken Oil Reserve in Northwestern North Dakota.
- 6) Westby Rock & Gravel LLC Since its formation in 2013, the company provides road and oil field pad base in the Bakken Oil Reserve in Northwestern North Dakota.
- 7) Cale Construction The company is a general contractor

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.

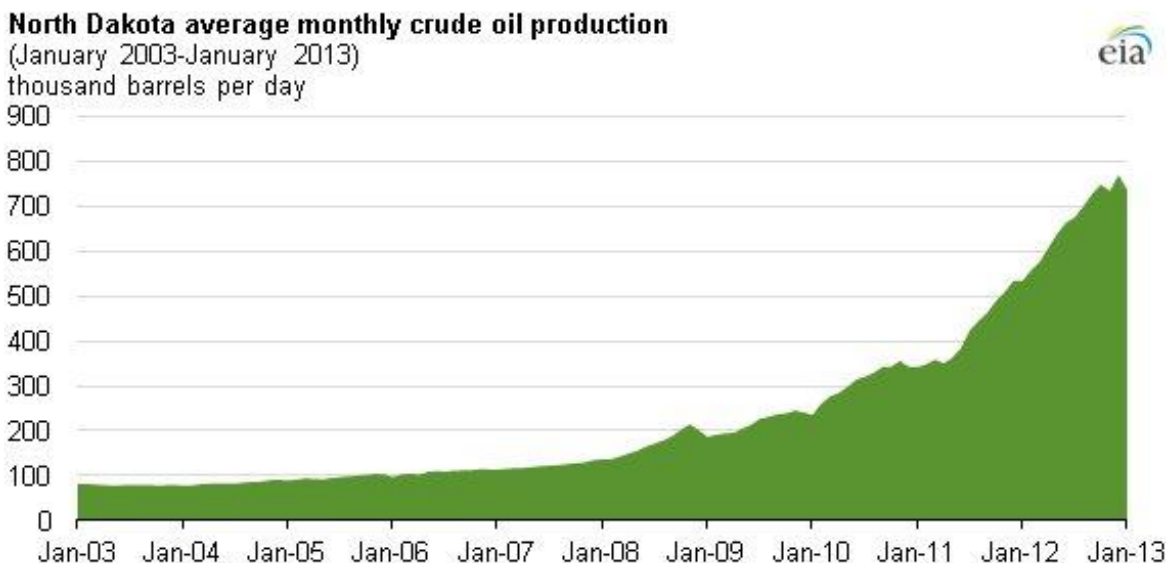
The Market

US Geological Survey (USGS) announced in May 2013 that they were doubling the reserve estimate for the Bakken and Three Forks Formation in Montana, North- and South Dakota. The USGS stated that the formations could contain an "estimated 7.4 billion barrels of undiscovered, technically recoverable oil." That's double the original 2008 estimate of 3.65 billion barrels. The USGS also considers the Bakken and Three Forks to be the largest continuous oil formation in the continental United States. We would like to refer to the USGS publication for the precise regional coverage of the new Bakken and Three Forks estimates.

Dr. Don Van Nieuwenhuise, head of the geosciences program at the University of Houston, said the USGS numbers are conservative and based on looking at "sweet spots" within the formation. "There are chances there are sweet spots they don't know about. The prospects of finding additional sweet spots in an area this size is relatively high," he said. "I'm pretty sure every drop they say you're going to find, you'll find."

John Harju, associate director for research with the Energy and Environmental Research Center at the University of North Dakota, said he views the USGS figure as the lower limit of the amount of oil that will be recoverable from the Williston Basin. "Like any of these USGS estimates, think of them as a milemarker that's well behind you in the rearview mirror... What this doesn't even begin to recognize is the increase in technology that we're going to see, " said Harju.

Also, Continental Resources, the largest leaseholder in the Bakken region, believes the USGS estimate to be quite modest. "The USGS generally is very conservative in their estimates," Harold Hamm, Chairman and CEO of Continental, told [NewsOK](#). In 2010, [Continental Resources](#) estimated that the Bakken field contains roughly 24 billion barrels of technically recoverable oil out of 577 billion barrels of total oil in place. In 2012, Continental boosted its total oil estimate by 56 percent, to 903 BBO, but has yet to revise its recoverable estimates.



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 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 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 and Cale Construction. In accordance with SEC Rule 11-01 the assets and 2013 operations results are incorporated herein.

Item 2. Properties

The Company headquarters are located at 120 South Main Street, Suite 203, 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. The company owns its mining properties in Westby, North Dakota.

Item 3. 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.

200Fiscal Year	Low	High
Jan - Mar 2012	\$ 0.05	\$ 0.08
Apr - June 2012	\$ 0.08	\$ 0.2
Jul - Sept 2012	\$ 0.08	\$ 0.14
Oct - Dec 2012	\$ 0.06	\$ 0.1
Jan - Mar 2013	\$ 0.07	\$ 0.12

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.

Holder

As of March 31, 2013, there were approximately 480 holders of record of our common stock and 32 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 quarters ended March 31, 2012 and 2013.

Revenues

The Company recognized revenues of \$447,082 for the quarter ended March 31, 2013 compared to \$2,110,170 for the quarter ended March 31, 2012. The primary source of revenue for the quarter ended March 31, 2013 and 2012 is from the sale of aggregates and trucking and general contracting. Other components of revenue include general contracting, trucking and aggregates. 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 decrease in gross revenues for the period is primarily attributable to the extended winter in North Dakota which prohibited the company from any road work.

Gross Profit

Gross profit, defined as revenues less cost of goods sold, was (\$77,223) or 117% of sales for the quarter ended March 31, 2013, compared to \$760,256 or 36% of sales for the quarter ended March 31, 2012. 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 long and frigid 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 quarter ended March 31, 2013 was \$311,945, versus \$0 for the quarter ended March 31, 2012. The increase in depreciation was due to the purchase in 2012 of the new equipment as well as acquired assets from the Monson acquisition and the change in depreciation reporting from annual to quarterly. 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 quarter ended March 31, 2013 totaled \$1,028,057 versus \$561,499 for the quarter ending March 31, 2012. The increase year-to-year was primarily due to the inclusion of depreciation and for a non-recurring bad debt expense.

Net Profit/Loss

The Company incurred a loss for the quarter ended March 31, 2013 of \$1,105,280 and EBITDA of (\$668,854) as compared to a net profit of \$198,787 and EBITDA of \$196,514 for the quarter ended March 31, 2012.

NON-OPERATING INCOME AND EXPENSES

Interest expense totaled \$14,405 during the quarter ended March 31, 2013 as compared to \$2,243 in 2012. Depreciation expense for the quarter ended March 31, 2013 was \$311,945 versus \$0 for the quarter ended March 31, 2012. The non-recurring expenses were \$110,076.

Liquidity and Capital Resources

On March 31, 2013, we had working capital of \$3,837,796 and stockholders' equity of \$4,871,372 compared to a working capital of \$416,512 and stockholders' equity of \$2,115,364 on March 31, 2012.

On March 31, 2013, the Company had \$23,988 in cash, total assets of \$14,119,171 and total liabilities of \$9,247,799, compared to \$87,713 in cash, total assets of \$4,550,570 and total liabilities of \$2,414,354 on March 31, 2012.

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 and is currently negotiating an increase in the line.

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 quarter ended March 31, 2013, 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.

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

	March 31, 2013	March 31, 2012
	\$	\$
	(unaudited)	(unaudited)
ASSETS		
Current Assets		
Cash	23,988	87,713
Accounts Receivable, net allowance of doubtful accounts	1,047,986	1,178,181
Other Current Assets	6,435,283	20,372
Total Current Assets	7,507,257	1,286,266
Property and Equipment (Net)	6,611,914	3,263,804
Other Assets	0	500
Total Assets	14,119,171	4,550,570
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts Payable	1,658,033	810,495
Accrued Liabilities	2,011,428	59,259
Notes Payable	5,578,338	1,544,300
Total Liabilities	9,247,799	2,414,354
Stockholders' Equity		
Common Stock (Note 6)	40,861	32,367
Authorized: 185 million common shares, par value: \$0.001 per share		
Issued and outstanding: 40,861,445 and 32,366,768 common shares, respectively.		

Preferred Stock		
Authorized 15 million preferred shares, par value \$0.001 per share		
Issued and outstanding 11,780,442 and 11,440,442 shares, respectively.	11,780	11,440
Additional Paid-In Capital	12,195,187	8,943,537
Accumulated Deficit	(7,376,456)	(6,871,970)
Total Stockholders' Equity	4,871,372	2,115,364
Total Liabilities and Stockholders' Equity	14,119,171	4,550,570

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

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

	For the Three Months Ended March 31, 2013	For Three Months Ended March 31, 2012
	\$	\$
Revenue	447,082	2,110,770
Cost of Sales	524,305	1,350,514
Gross Profit	(77,223)	760,256
Operating Expenses		
General and Administrative	1,028,057	561,499
Total Operating Expenses	1,028,057	561,499
Total Operating Income (Loss)	-1,105,280	198,757
Other Income (Expenses)		
Depreciation	311,945	0
Interest Expense	14,405	-2,243
Non-Recurring Expense	110,076	0
EBITDA	-668,854	196,514
Net Income/(Loss) Per Share	-0.02	0.01
Weighted Average Shares Outstanding	40,861,442	32,366,768

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

**For the Three Months.
Ended March 31, 2013**

OPERATING ACTIVITIES		
	Net Profit	(1,105,280)
	Adjustments to reconcile Net Income to net cash provided by operations:	
	Depreciation	311,945
	Accounts Receivable	-204,356
	Accounts Payable	321,945
	Other Short Term Liabilities	1,448,092
	Other Assets	-961,985
	Net cash provided by Operating Activities	<u>-189,639</u>
INVESTING ACTIVITIES		
	Trucks and Equipment	<u>-14,717</u>
	Net cash provided by Investing Activities	-14,717
FINANCING ACTIVITIES		
	Net Loans	
	Other	<u>408,712</u>
	Net cash provided by Financing Activities	408,712
	Net Cash Increase	-204,356
	Cash Beginning of Period	228,344
	Cash End of Period	23,988

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

Notes to Financial Statements
March 31, 2013

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.

On March 19, 2013 Luminart Corp. acquired Cale Construction from Monson 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 quarter ended March 31, 2013, the Company recognized sales revenue of \$447,082 (2011 - \$2,110,770) and generated a net loss of \$1,105,280 (2011 profit - \$198,757). At March 31, 2012, the Company had a working capital of \$3,837,796 (2011 - \$416,512) and an accumulated deficit of \$7,376,456 (2011 - \$6,871,970). 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 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 March 31, 2013 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

	March 31, 2013	March 31, 2012
	\$	\$
Raw Materials	2,105,000	0
Finished Goods	3,250,000	0
	<hr/>	<hr/>
	5,355,000	0

Property and Equipment

	Cost	Accum. Amort.	Net Book Value	
			31-Mar-13	31-Mar-12
	\$	\$	\$	\$
Real Property	550,000	0	550,000	3,008,000
Leasehold Improvements	78,748	13,294	65,454	0
Computers	140,198	135,801	4,397	683
Equipment	5,928,976	329,024	5,599,952	14,564
Furniture and Fixtures	183,732	183,732	0	0
Vehicles	514,131	122,020	392,111	217,604
Patents	900,000	900,000	0	0
	8,295,785	1,683,871	6,611,914	3,240,851

Notes Payable

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

Common Shares

	Common Stock		Preferred Stock		Additional Paid-In Capital	Accumulated Deficit	Total Equity
	Shares	Par Value	Shares	Par Value			
	#	\$	#	\$			
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			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	2,192,772.77	-507,817	
Shares for Debt			200,000.00	200	-200		
Shares for Debt			10,000.00	10			
Shares Issued for Debt	500,000.00	500			495		
Shares Issued for Debt	5,000.00	5			4,995.00		
Shares Issued for Debt	10,000.00	10			9,990.00		
Shares Issued for Debt	164,889.00	164.89			13,026.23		
Shares Issued for Debt	5,000.00	5			4,995.00		
Shares Issued for Debt	10,000.00	10			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	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	11,603,759	-6,271,176	6,113,427.00
Preferred shares converted	7,800,000	7,800	(775,000)	(775)			
Preferred shares issued for debt			615,000	615	591,428		
Net Loss						(1,105,280)	
Balance March 31, 2013	40,861,445.00	40,861.45	11,780,442.00	11,780.44	12,195,187	-7,376,456.00	2,871,372.00

Share Purchase Warrants

None.

Stock Option

None.

Related Party Transactions

None

Commitments and Contingencies

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

	<u>Amount</u>
	<u>\$</u>
March 31, 2013	45,600
	<u>45,600</u>

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

None

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 March 31, 2013, 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.

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 quarter ended March 31, 2013.

PENSION BENEFITS AND NONQUALIFIED DEFERRED COMPENSATION

The Company does not maintain any qualified retirement plans or non-qualified 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. Upon completion of the acquisition of Monson Corporation the Company entered into an employment agreement with Chad Monson.

DIRECTOR COMPENSATION

Cash Compensation

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

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 14th of March 2013.

Luminart Corp.

a Wyoming Corporation

By: /s/ Wm. Michael Reynoldss

Wm. Michael Reynolds

Chief Executive Officer and

Chairman of the Board