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May 4, 2015

OTC Markets LLC
304 Hudson St
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New York, NY 10013

Re: Legal Opinion Letter/ Franklin Mining, Inc., Disclosure Statements 2014

I have been engaged by Franklin Mining, Inc., "the company, FMNJ or the issuer" (OTC Markets LLC: FMNJ), to execute this Attorney Letter with respect to current information, regarding the following disclosure statements: 1) Annual disclosure statement year ending December 31, 2014. 2) Annual Financial Statement, ending December 31, 2014, as required to be posted by OTC Markets LLC on the OTC Markets news service filings page. The company posted the annual disclosures on April 20, 2015.

I have discussed and reviewed these matters with the management of the Issuer, namely William Petty, and reviewed the corporate books and records and filings of the company/issuer. Additional documents reviewed include the Articles of Incorporation, proposed disclosure statements, By-Laws, Articles of Amendment, and updated financial statements and notes to financial statements, Transaction Journals for 2014, the issuer's stock control log, shareholder roster and statement of operations. Accordingly, as to matters of fact, I have relied on the disclosures of the issuer, as well as principals involved in and outside of the company.

These are the documents relevant to the information posted on OTC Markets News Service. In my opinion, the information constitutes adequate current public information concerning the Securities and the Issuer and is available within the meaning of Rule 144 (c) (2) under the Securities Act. The information includes the material that a broker-dealer would be required to obtain from the Issuer to publish a quotation for Securities under Rule 15c2- 11 under the Securities Act of 1934 and complies with OTC Markets' guidelines for providing Adequate Current Information. I have reviewed the material contained in the Issuer's unaudited 2014 financial statements, including the consolidated balance sheets, notes to consolidated financial statements, consolidated statement of operations, consolidated statement of cash flows, summary of significant accounting policies, and ASC 855-10 compliance. All financial statements were internally prepared according to GAAP, with auditing consultation from GBH CPAs of Houston Texas. I have had these financial statements reviewed by a local independent accounting firm specializing in public disclosures, and am convinced the documents were compiled using standard accounting practices. The company's financials now reports assets totaling $234,425 in value and liabilities totaling $2,462,475. During fiscal 2014, the company issued a total of

182,700,000 shares of its common stock in exchange for services rendered totaling $182,700.

I have reviewed the Issuer's shareholder list and transaction journal. Also, I have specifically reviewed the item regarding Purchases of Equity Securities, of the Issuer, by the Issuer and Affiliated Purchasers. Neither the Issuer itself nor any affiliated purchasers have to date purchased any of the Issuer's equity securities of any class or type, including warrants, since December 31, 2009. The Issuer has no outstanding warrants or options at this time. The current Chief Executive Officer and President of the company is William Petty and Kurt Spenkoch is the Secretary, Treasurer and Director. The financials and filings were signed off on by Mr. Petty as de facto Chief Financial Officer with consultation from J & J Consulting Inc. of Farmington Utah.

I have independently verified that the company is in fact engaged in the gold and silver ores industries. The Issuer is a development stage company. The Issuer has in the past entered into related party transactions with Energy Management International Inc., BC Oil LLC and Franklin Oil & Gas Inc. The Issuer has one beneficial owner, William A. Petty. The company reports no current related party transactions and no conflicts of interests. As of December 31, 2014, the company was indebted to two related parties in the aggregate amount of $656,880 and $492,335, respectively. These two notes bear interest at a rate of 8.0% per annum, and are due on demand.

Based on the company's financial statements and filings, as well as my own investigation, the company has for the past year, and prior, maintained more than nominal operations. Therefore, and according to the issuer's SEC filings, the issuer was not and is not a shell company as defined in Rule 144(i)(l)(i) and footnote 172. Footnote 172 of SEC Release number 33-8869 states, Rule 144(i) does not prohibit the resale of securities under Rule 144 that were not initially issued by a reporting or non-reporting shell company or an issuer that has been at any time previously such a company, even when the issuer is a reporting or non-reporting shell company at the time of the sale. Contrary to commenters' concerns, Rule 144(i)(1)(i) is not intended to capture a "startup company," or, in other words, a company with a limited operating history, in the definition of a reporting or non-reporting shell company, as we believe that such a company does not meet the condition of having "no or nominal operations."

As of December 31, 2014, the issuer reported a total stock authorized of 1,990,000,000 shares of common stock with 543,477,155 shares issued and outstanding. I have independently confirmed that the company's Transfer Agent is Olde Monmouth Stock Transfer Company of Atlantic Highlands, NJ. I have personal knowledge that the transfer agent is registered with the Securities & Exchange Commission. To my best knowledge and belief, and as reported in the filings, none of the FMNJ management team is under investigation by any federal or state regulatory authority for violation of any state or federal securities laws. Currently, only William Petty holds in excess of 10% of the company's stock and he holds 100% of the company's preferred stock. In my opinion, the Issuer is not currently engaged in any promotional activities. As of December 31, 2014, the company remained on a stock deposit restriction "chill "by the Depository Transfer and Trust Company for issues regarding corporate formalities in the distant past and is looking to cure the matter currently. However, I can now report and as the issuer

reported on April 2, 2015, the deposit restriction "chill" had been removed by the DTC and the issuer is fully DTC eligible. There are no restrictions on deposits of the issuers stock into the system.

The following is a list of Directors, officers and consultants that have assisted me and the Issuer with these disclosures, including the amounts of securities of the Issuer owned by each. None have engaged in promotional activities on behalf of the Issuer.

William Petty is an Office and Director and holds 10,000,000 shares of the issuer's Preferred A stock as well as 507,450,000 shares of its common stock.

Stephen Nichols is an outside consultant and holds 3,800,000 shares of stock of the Issuer.

Nothing has come to my attention that would lead me to reasonable believe that anyone is in possession of any material non-public information that would proscribe them from buying or selling the Securities under Rules 10b-5 or 10b5-1 of the Exchange Act. I understand that I am obligated to advise OTC Markets whether the Issuer's disclosure meets the guidelines, which in my opinion, it does, and to advise whether there are any deficiencies, which, in my opinion, there are no deficiencies.

I am a US citizen and a Florida resident and have been retained by the Issuer for this purpose and am not nor ever have been an insider, affiliate, control person, Officer or Director of the Issuer. I have been in the practice of law since 1994, which includes a portion of securities matters, mostly opinion letters, Regulation D filings and litigation. I have served as a Director on both Public and private corporations. I am admitted to practice in the State of Florida and the Federal Middle District of Florida. I have never been suspended or proscribed from practicing before the Securities & Exchange Commission or any other regulatory or administrative Court, Bar Association or agency. There are no current open investigative files on me with any federal or state securities regulatory agency or commission. This letter has been prepared and to be construed in accordance with the Report on Standards for Florida Opinions dated April 8, 2008, as amended and supplemented, issued by the Business Law Section of the Florida Bar (the "Report"). The Report is incorporated by reference into this opinion letter.

OTC Markets is entitled to rely on this letter as part of its determination whether the Issuer has made adequate current information available within the meaning of the rule 144(c) (2) under the Securities Act of 1933, and may publish it accordingly. However, no other person, entity, agency or body may rely on any of the assertions or implications made herein, as defined in the Florida Standards For Opinions as revised. If you have any further questions, feel free to contact me directly.

Sincerely,

Mark E. Pena, Esq.
Attorney At Law