

# Franklin Mining, Inc.

## Issuer's Annual Report & Disclosure Statement

For the Fiscal Year Ending December 31, 2012

A Nevada Corporation  
777 Rainbow Blvd, Suite 250, Las Vegas, NV 89107  
858-537-7439 ~ [info@franklinmining.com](mailto:info@franklinmining.com)  
[www.FranklinMining.com](http://www.FranklinMining.com)

William A. Petty, Chairman & CEO  
Mustafa D. Dar, President

Franklin Mining, Inc's Common Stock  
**Trading Symbol:** FMNJ ~ **CUSIP:** 353879208  
(Prior to August 16, 2012, Franklin Mining, Inc's CUSIP was 353879)

**Franklin Mining, Inc. is responsible for this Information and Disclosure Statement. The information contained in this Statement has not been filed with or approved by the Securities and Exchange Commission, any state securities commission, the National Association of Securities Dealers, or any other regulatory body.**

This document contains forward-looking statements. These forward-looking statements represent management's beliefs, plans and objectives about the future, as well as assumptions and judgments concerning such beliefs, plans and objectives. Forward-looking statements are evidenced by terms such as "anticipate," "believe," "estimate," "expect," "intend," "should" and other similar expressions. Although forward-looking statements reflect management's good faith, beliefs and projections, they are subject to risk and uncertainty, including, but not limited to, the impact of competitive products, product demand, market acceptance risks, fluctuations in operating results, political risk and other such occurrences which could cause Franklin Mining, Inc.'s actual results to differ materially from those expressed in any forward-looking statement(s) made by or on behalf of Franklin Mining, Inc.

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**Franklin Mining, Inc.**  
**Issuer's December 31, 2012 Annual Report & Disclosure Statement**

**MANAGEMENT DISCUSSION & ANALYSIS**

This Management Discussion and Analysis (“MD&A”) reviews the activities Franklin Mining, Inc. (“Franklin”, “We” or “Us”) and its subsidiaries, and compares the financial results of the fiscal year ended December 31, 2012 with the same period of 2011. The MD&A should be read in conjunction with the unaudited consolidated financial statements and accompanying notes for all relevant periods, attached by reference and filed on [www.pinksheets.com](http://www.pinksheets.com). The Company prepares its consolidated financial statements in accordance with accounting standards generally accepted in the United States. All dollar amounts presented are expressed in United States Dollars unless otherwise noted.

**FORWARD LOOKING INFORMATION**

Except of statements of historical fact, the discussion and analysis of financial performance and position including, without limitation, statement regarding projections, future plans, and objectives of Franklin Mining, Inc. are forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements are based on management experience, historical results, current expectations and analyses, trends, government policies, and current business and economic conditions, including Franklin's analysis of its product and service offerings and its expectations regarding the effects of anticipated product and service offering changes and the potential benefits and such efforts and activities on Franklin's results of operations in future periods. There can be no assurance that such statements will prove to be accurate; actual results and future events could differ materially from those anticipated in such statements.

## The Company's DESCRIPTION and OVERVIEW

### OUR HISTORY

Franklin Mining, Inc (formerly WCM Capital, Inc) (the "Company"), incorporated on December 1, 1976 under the laws of the State of Delaware, was formed to engage in the exploration and exploitation of precious and non-ferrous metals, including gold, silver, lead, copper and zinc.

WCM Capital, Inc was unable to generate significant revenues, officially ceased all mining operations, then re-entered the exploration stage as Franklin Resources, Inc. on October 14, 2003 under the laws of the State of Nevada.

The Company's current name, Franklin Mining, Inc, was adopted by Corporate Resolution dated January 3, 2004 and Certificate of Amendment filed with the Nevada Secretary of State on February 3, 2004.

The Company owns or has an interest in a number of precious and non-ferrous metal properties, projects and operating agreements. Principal projects at this time are two joint-venture agreements in the Republic of Bolivia:

- a three-party joint-venture with the Mining Corporation of Bolivia (COMIBOL) and la Cooperativa Minera INTI Ltda for the exploration and exploitation of minerals and metals at the Escala Mina I; the Escala has historically been a successful producer of silver, lead and zinc; and
- a two-party joint-venture with Minera Aurifera Nueva "La Joya," Ltda for the exploitation and processing of gold and other precious metals; the La Joya has historically been a successful production site for gold.

The Company's principal domestic mining properties, Franklin's Gem and Freighters Friend Mines, are located on the JL Emerson Fault Zone near Idaho Springs in Clear Creek County, Colorado, one of the largest mineralized faults in the Idaho Springs mining district;

- the Company acquired exclusive rights to explore, develop, mine, and extract all minerals located in approximately 51 mining claims, of which 28 are patented (Franklin Mines); and,
- has retained ownership to portions of the original Franklin Mining and Milling Co including surface support facilities such as an on-site assay lab, office and changing rooms for the miners.

### THE YEAR IN REVIEW, 2012

Between 2003 and 2009, the Company negotiated for multiple mining and energy projects throughout South America. **In September 2007, the Company's three-party joint-venture at Bolivia's Escala Mina I was approved.**

The Company invested approximately \$400,000 in completing multiple evaluations by staff engineers and geologists supported by laboratory analysis followed by an October 2009 Technical Report: Exploration Activities of Franklin Mining, Bolivia on the Escala Lease.

Prepared by Michael Biste, Ph D, Consulting Geologist, Santa Cruz, Bolivia, a respected geologist with more than thirty years mining experience, the Escala Mina I's Technical Report recommended an aggressive two-phase exploration program to define mineral resource potential(s). The combined cost of both phases was an estimated additional \$848,000 USD.

In December 2009, the Company's Board of Directors announced approval of both the findings and recommendations contained in the October 2009 Technical Report. Infrastructure and other capital developments of the Escala Mina I continued throughout 2010 and into 2012 with completion expected in First Quarter, 2013.

The Company remains in discussion with Jose Antonio Pimentel Castillo, Bolivia's Minister of Minerals and Mines for the expansion of Franklin's Escala Mina I joint-venture.

**In April 2011, the Company concluded negotiations and finalization of a joint-venture agreement to construct and operate a processing plant at Bolivia's La Joya mine.** This agreement grants Franklin exclusive mining rights for gold and all other precious metals and minerals.

Infrastructure and other capital improvements continued throughout 2012.

The Company is not yet able to project a completion date but anticipates the resumption of La Joya production during early-2013.

### **Resources in Support of Principal Projects**

In January 2012, the Company announced having finalized an agreement with Bolivian Oil Services, Ltda (BOLSER) for development of civil and mechanical construction at Escala Mina I.

The agreement serves as a service contract between Franklin and BOLSER designed to include both plant and mine construction and maintenance, mass earth movement and railroad construction.

BOLSER formerly served as lead contractor for Bolivia's San Cristobal Mine.

Franklin management is confident of BOLSER's experience and track record with other major mining operations in the same geographical areas of Bolivia as the Company's joint-ventures will key to future successful operations.

In September 2010, the Company announced establishment of a Joint-Venture with Yacimientos Mineros en Explotacion Ltda (YAMINEX) of La Paz, Bolivia.

YAMINEX has 15 years experience in warehousing and shipping mineral and provides Franklin with full access and use of warehousing and material handling equipment, including scales, necessary for the planned commercialization minerals and metals.

In May 2012, The company announced establishment of an agreement with Huiracocha International Service to provide the necessary funding to mobilize and launch production at Escala Mina I.

Huiracocha International, a local Bolivia corporation, recently founded by Tim Turner, Houston, Texas will oversee mine operations as well as provide BOLSER with funding necessary to bring projects to completion.

Huiracocha's total Escala Mina I investment is estimated to be \$1,028,000 USD.

## **Additional 2012 – and Earlier – Continuing Company Events**

In May 2010, Franklin's Board of Directors announced their authorization of a 1-for-2000 reverse split of the Company's issued and outstanding common shares.

On August 21, 2012, the Company announced having filed a Supplemental Information Disclosure Statement with OTC Markets confirming FINRA approval of the Board of Directors' request of a 1-for-2000 reverse split of the Company's issued and outstanding common shares.

The approved reverse split – effective upon market's opening, August 16, 2012 – consolidated every 2,000 common shares into one common share, par value of \$0.01 per share. Both the authorized common and the authorized and issued preferred shares were unaffected by this action.

Franklin Mining, Inc's new CUSIP is 353879208; prior to August 16, 2012, CUSIP was 353879.

As a result of the above action, Franklin's outstanding common shares were reduced from 198,103,400,000 to 99,051,487 after rounding-up all fractional shares to the next whole share.

## **CLOSING DISCUSSION: THE YEAR IN REVIEW, 2012**

### **Franklin Mining, Inc. is an exploration stage enterprise currently focused solely on two mining properties in the Republic of Bolivia**

- The Company's financial statements have been prepared in accordance with generally accepted accounting principles requiring management to make certain estimates and assumptions affecting the reported amounts of assets and liabilities at the date of the financial statements as well as reported amounts of revenues and expenses during the reporting period. While actual results could differ from these estimates, management does not expect such variances – if any – to have a material effect on the financial statements.
- Revenues – if any – from the sale of metals and minerals will be recognized by the Company only upon receipt of final settlement (funds) from the smelter. There were no revenues to report for any quarter of the fiscal year ended December 31, 2012.
- The Company's 2012 operating expenses were met by obtaining capital from management and significant shareholders.
- During the year ended December 31, 2012, the Company issued 7,000,000 shares of common stock in exchange for the conversion of \$144,000 in related-party debt.
- During the year ended December 31, 2011, the Company issued 29,086,700 shares of common stock in exchange for the conversion of \$5,787,340 in related-party debt.
- As of December 31, 2012 and December 31, 2011, the Company was indebted to two related parties in the aggregate amount of \$329,175 and \$733,428, respectively. These two notes bear interest at a rate of 8.0% per annum, and are due on demand. As of December 31, 2012 and December 31, 2011, the Company owed a total of \$89,029 and \$66,322, respectively in accrued interest on the notes.

- As of December 31, 2012 and 2011, the Company was indebted to various unrelated third-party entities in the aggregate amount of \$658,727. These notes bear interest at a rate of 8.0% per annum, and are due on demand.
- As of December 31, 2012 and 2011, the Company owed a total of \$1,133,638 and \$1,108,570, respectively, in accrued interest on these notes. However, the notes payable and related accrued interest date back to the Company's former mining operations, which officially ceased on December 31, 2003. Since that time the Company has received no demands for payment or communications from the note holders and expects to allow the notes to expire under the Colorado state statute of limitations. If demands for payment arise in the future, the Company will take the appropriate actions with legal counsel to dispute the claims.
- As of December 31, 2012, the Company had issued 106,051,487 shares of an authorized 200,000,000,000 shares of Common Stock held by 211 active shareholders.
- As of December 31, 2012, the Company had issued 10,000,000 shares of an authorized 10,000,000 shares of Series A Preferred Stock held by a single shareholder.

## **THE YEAR AHEAD, 2013**

### **The Company's Plan for Continued Operations**

The ability of the Company to continue as a going concern is dependent upon obtaining adequate capital to fund operating losses until it becomes profitable. Should the Company be unable to obtain adequate capital, it could be forced to cease operations. In order to continue as a going concern, the Company will need, among other things, additional capital resources.

Management's plans to obtain resources needed for the Company's continued operations is found in a combination of two or more of the following options:

1. The sale of equity to current and prospective new shareholders
2. Private placement(s)
3. Debt (borrowed operating capital)
4. Debt (financed capital equipment)
5. Leased and/or rental equipment
6. Conversion of debt to equity
7. Convertible debentures and similar debt instruments

Of the available options for securing operating capital, the Company has made several conversions of debt to equity and will consider such transactions in the future. However, management cannot provide any assurances that the Company will be successful in securing sufficient resources by any combination of available options.

Financial statements referenced in this report do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

The Company intends continued development of its Escala Mina I joint-venture with COMIBOL and its joint-venture with Cooperativa Minera INTI, Ltd.

The Escala has, historically, been a productive silver, lead and zinc operation.

The La Joya has, historically, been a productive gold operation.

## **Risks and Uncertainties**

Mining is one of the dominant industries in Bolivia. While Franklin Mining, Inc does not foresee a challenge to success with either joint-venture or future exploration property(ies), actual results of the Company's Plan of Operation could differ materially from what has been projected in the forward-looking statements contained in earlier portions of this discussion.

Unlike other mining companies pursuing such ventures, the risk of either the Escala Mina I or La Joya not achieving profitability is much less than it would be if each of the two mines did not have successful production histories and existing infrastructure.

Manpower requirements sufficient to meet production goals established for either joint-venture in the Republic of Bolivia is not thought to be an obstacle given the unique nature of the Escala and La Joya joint-venture and operating agreements.

While the Company's internally prepared estimates of probable reserves do not meet the SEC definition of "probable reserves," they could – with some additional work – be classified as "Inferred Mineral Resources" as defined by the Society of Mining Engineers (of the US).

Our forward-looking statements represent the Company's beliefs, plans and objectives about the future, as well as positive assumptions and judgments concerning those beliefs, plans and objectives; however, there are risks and uncertainties pertaining to the Company's business that should be noted:

1. Fluctuations in demand for our core products (gold, silver, lead, zinc and other minerals and metals) has the potential to negatively impact revenues
2. Fluctuation of pricing for our core products has the potential to negatively impact revenues
3. Unforeseen environmental issues leading to additional costs, delays or other disruptions in operations could be encountered
4. An inability to obtain debt or equity financing will subject the Company to delay(s) in projected start date(s) and/or require increased production rates
5. Disruptions in the supply chain for non-capital equipment and supplies would have the potential to delay or halt production or prevent increased daily production rates
6. Delayed deliveries of capital equipment would have the potential to delay start dates and increased production rates
7. Economic and political uncertainties in Bolivia or elsewhere in the world would potentially delay or halt production or prevent increased daily production rates
8. Social and civil unrest in Bolivia or elsewhere in the world has the potential to delay or halt production or prevent increased daily production rates

### **Action Plans, 2013:**

The Company's agreement with Huiracocha International Service was designed specifically to pursue, develop and establish plans for improved and expanded production of both joint-ventures in the Republic of Bolivia and will continue to rely on Huiracocha for the successful operation and future expansion of the Escala and La Joya facilities.

The Company benefits significantly from previously successful operations of both mines and wishes to maintain and expand relationships with our joint-venture partners in the Republic of Bolivia.



The Company also benefits significantly from its positive relationships with local providers of the many goods and services required for expanding existing mining operations and establishing similar operations in the future.

In preparation for meeting the needs and requirements of an expanded business presence in the Republic of Bolivia together with possible resumption of mining operations at one or more of the Company's Clear Creek, Colorado properties, the Board of Directors has authorized a thorough evaluation of the Company's current management organization and structure.

Specifically, the Directors requested an immediate internal review of corporate facilities, equipment and staff with the desired intent of providing sufficient depth of management experience, skills and knowledge throughout the organization.

Additionally, Franklin's Board of Directors will initiate discussions with potential candidates in preparation for expanding and restructuring the organization, duties and responsibilities of individual members.

In January 2009, the Company's Board of Directors passed a resolution authorizing establishment of a program to purchase its own Common Stock in the open market. The Resolution has not been modified or rescinded, remains in effect and is planned for implementation.

On August 21, 2012, the Company announced FINRA approval of the Board of Directors' request of a 1-for-2000 reverse split of the Company's issued and outstanding common shares. The approved reverse consolidated every 2,000 common shares into one common share, par value of \$0.01 per share. Both the authorized common and the authorized and issued preferred shares were unaffected by this action. At this time, the Company has no additional stock splits pending or anticipated.

The Company has no pending or anticipated stock dividends, mergers or acquisitions. However, such actions will be individually considered if and when the Company's Board of Directors determines it is in the best of interest of the Company and its shareholders.

**Issuer's Annual Disclosure Statement  
For the Year Ending December 31, 2012**

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**Item 1.0**            **Exact name of the issuer and its predecessor(s)**  
*and*

**Item 2.1**            **Address of the issuer's principal executive offices**

Franklin Mining, Inc.  
*formerly* WCM Capital, Inc; *formerly* Franklin Resources, Inc  
777 Rainbow Blvd, Suite 250, Las Vegas, NV 89107  
Telephone: 858-537-7439  
[Info@FranklinMining.com](mailto:Info@FranklinMining.com)  
[www.FranklinMining.com](http://www.FranklinMining.com)

**Item 2.2**            **Address of the issuer's Investor Relations contact**

Andrew S. Austin, President  
A S Austin Company  
3990 Old Town Ave, A-112, San Diego, CA 92110  
Telephone: 858-537-7439  
[asaustincompanypresident@gmail.com](mailto:asaustincompanypresident@gmail.com)  
[www.ASAustinCo.com](http://www.ASAustinCo.com)

**Item 3.0**            **Security Information**

**Trading Symbol:**            FMNJ  
**CUSIP:**                        353879208

**Common Stock:**            200,000,000,000 shares authorized as of August 16, 2012  
106,051,487 shares issued as of February 15, 2013  
\$0.01 par value

**Preferred Stock:**            10,000,000 Series A shares authorized as of December 31, 2012  
10,000,000 Series A shares issued as of December 31, 2012  
\$0.0001 par value

**Name and address  
of the Issuer's  
transfer agent:**            Olde Monmouth Stock Transfer Co, Inc.  
A New Jersey corporation, registered under the Exchange Act  
200 Memorial Parkway, Atlantic Highlands, NJ 07716  
(732) 872-2727

**Restrictions on the  
Transfer of Security:**        None

**Trading Suspension  
Orders Issued by the  
SEC, Past 12 Months:**        None

#### **Item 4.0 Issuance History**

The Company did not execute any securities offerings – public or private – during Fiscal Years ending December 31, 2012 or December 31, 2011.

On October 11, 2012, a private note holder converted a \$144,000. USD debt to 7.0 million shares of common stock. According to terms of a convertible note, shares were issued with a restrictive legend at an approximate 23.0% discount to current value. The Company did not receive any additional funds from the issuance.

On November 18, 2011 and December 5, 2011 and December 29, 2011, in 21 separate transactions, the Company issued 57.5734 billion shares of common stock to 12 different individuals and firms. All shares were issued with restrictive legends in payment of unpaid salaries, director fees and business consultant services. All shares were issued at an approximate 20% discount to current value.

#### **Item 5.0 Financial Statements**

Unaudited consolidated financial statements and accompanying footnotes for Fiscal Years ended December 31, 2012 and December 31, 2011 are attached by reference to this Disclosure Statement and available for review at [www.OTCMarkets.com](http://www.OTCMarkets.com):

- Consolidated Balance Sheets
- Consolidated Statements of Operations
- Consolidated Statements of Stockholders' Equity (Deficit)
- Consolidated Statements of Cash Flows
- Notes to the Consolidated Financial Statements

The Company's financial statements have been prepared by a Certified Public Accountant, stated in United States dollars, using accounting principles generally accepted in the United States of America.

#### **Item 6.0 The Nature of the Issuer's Business, Products & Services**

- Franklin Mining, Inc. (the "Company") is an exploration stage company currently preparing two Bolivian properties for the resumption of mining operations and evaluating the potential for resuming operations in Clear Creek, Colorado.
- Franklin Mining, Inc. (the "Company" formerly WCM Capital, Inc.) re-domiciled from Delaware to Nevada and incorporated under the laws of the State of Nevada on October 14, 2003 as Franklin Resources, Inc. The current name, Franklin Mining, Inc, was adopted by Corporate Resolution on January 3, 2004 with a Certificate of Amendment filed at the Secretary of State, State of Nevada on February 3, 2004.
- The Company's primary SIC codes are 1041 (Gold Ores) and 1044 (Silver Ores); the secondary code is 1031 (Lead and Zinc).
- The Company's fiscal year-end date is December 31.
- Franklin Mining, Inc. is the parent company and has no subsidiary companies.
- The Company is not currently providing any product or service in any market.
- Beyond current stages of exploration – after the Company enters the production stage – there could be additional labor, safety and environmental issues that might increase the cost of specific

activities; these same issues could prevent or delay the commencement or continuance of operations. Compliance with known laws and regulations does not appear to pose the potential for future negative impact on operations or financial results. However, such laws and regulations are frequently changed and the Company is unable to predict the ultimate cost of compliance with future changes. Various permits and licenses are required from government bodies for operations to begin or continue and the Company can offer no assurance that such permits and licenses, if required, would be received.

#### **Note 7.0            The Nature and Extent of the Issuer's Facilities**

The Company was originally formed to engage in the exploration, development and mining of precious and non-ferrous metals, including gold, silver, lead, copper and zinc, and owns or has an interest in a number of precious and non-ferrous metal properties.

The Company's principal mining properties are the Franklin Mines, located near Idaho Springs in Clear Creek County, Colorado, for which the Company acquired exclusive rights to explore, develop, mine, and extract all minerals located in approximately 51 mining claims of which 28 are patented (Franklin Mines) and the Franklin Mill, a crushing and flotation mill which is located on the site of the Franklin Mines (Franklin Mill). The Company was unable to generate significant revenues, and officially ceased all mining operations. A more thorough discussion of this asset is available as Note 1.a in Financial Statements. The Company is subject to a disputed liability attached to the Clear Creek County, Colorado property; for further discussion of this liability, please see Note 3 in current Financial Statements.

The Company does not hold title to any other real estate properties, has no mortgages and no plans to acquire, renovate, improve or develop any real estate properties.

In August 2011, the Company's executive offices were relocated from San Antonio, Texas to Las Vegas, Nevada as part of an internal plan to reduce overhead expense and to refocus an executive and management presence in Bolivia. The Las Vegas offices are provided by the Company's Commercial Registered Agent as part of a larger representation package.

The Company also maintains offices in the cities of La Paz and Santa Cruz, Bolivia, rented on a month-to-month basis. All leased and rented facilities are fully insured.

#### **Note 8.1            Names of Officers, Directors and Control Persons**

**William A. Petty**, Chairman and Chief Executive Officer

**Kurt Spenkoch**, Director, Secretary, Treasurer

**Mustafa D. Dar**, President

**Daniel Beltran**, Chief Financial Officer

No other officer or investor holds more than 5.0% of any class of the Company's securities.

#### **Note 8.2            Officers, Directors and Control Persons** who, during the last five years, have been:

Convicted or named as a defendant in a pending criminal proceeding: **None.**

Permanently or temporarily enjoined, barred, suspended or otherwise limited in any business, securities, commodities, or banking activities by any authority: **None.**

In violation of any federal or state securities or commodities law: **None.**

**Note 8.3 Beneficial Shareholders (Shares, Class (Percentage))**

William A. Petty, Chairman & CEO owns 100.00% of the Company's preferred securities and 24.71% of the Company's common securities.

An institutional investor was previously issued (the post-split equivalent of) 23.57% of the Company's common stock, with restrictive legend, to be held as collateral for funding. The funding agreement was not consummated, the Company's funds were never received and those shares are being returned to the Treasury.

No other individual or institution owns or controls more than 10.0% of any class of the Company's securities.

**Note 9.0 Third Party Providers**

**Counsel:**

Mark E. Pena, Attorney & Counselor at Law  
334 South Hyde Park Avenue, Second Floor, Tampa, FA 33606  
(813) 251-1289

Alex R. Stavrou, Attorney  
334 South Hyde Park Avenue, Tampa, FA 33606 ~ (813) 251-1201

**Accountant:**

Keith Elison, CPA  
291 S 200 West, Farmington, UT 84025 ~ (801) 502-8246

**Investment Banker:**

Charles Grégoire de Rothschild  
GDR Privée, Inc,  
16 W. 45th Street, New York, NY 10036 ~ (212) 382-3240

**Promoter(s):**

The Company currently has no promoter

**Business Communications Consultant:**

Stephen Nichols  
13423 Blanco Road, #205, San Antonio, TX ~ (210) 913-5093

## Issuers Certifications

I, William A. Petty, certify that:

1. I have reviewed this Annual Report & Disclosure Statement of Franklin Mining, Inc. for the period ending December 31, 2012.
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstance 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.

February 18, 2013

*/s/ William A. Petty*  
Chairman *and* Chief Executive Officer  
Franklin Mining, Inc.