

Franklin Mining, Inc.

Issuer's Quarterly Report & Disclosure Statement

For the Quarter Ending March 31, 2013

A Nevada Corporation
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www.FranklinMining.com

William A. Petty, Chairman & CEO

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 March 31, 2013 Quarterly 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 quarter ended March 31, 2013 with the same period of 2012. 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 available for review at 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

Franklin Mining, Inc (formerly WCM Capital, Inc) (the “Company”), was incorporated December 1, 1976 under the laws of the State of Delaware, to engage in the exploration and exploitation of precious and non-ferrous metals, including gold, silver, lead, copper and zinc. WCM Capital, Inc, unable to generate significant revenues, officially ceased operations and later 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 include 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.
- 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.
 - a processing facility with an initial 120 ton per day capacity is under construction and expected to begin processing by the end of 2013’s Second Quarter
 - plans for significantly expanding daily processing capacity are being prepared
 - an estimated 6,000 tons are inventoried, available for processing
 - daily deliveries estimated to exceed 350 tons are under contract

Principal domestic properties located near Idaho Springs in Clear Creek County, Colorado are currently under re-negotiation of mineral rights:

- negotiations in January resulted in the cancellation of judgments and related debts totaling \$2,263,051
- the Company owns portions of the original Franklin Mining and Milling Co property

The Company has 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 including plant and mine construction and maintenance, mass earth movement and railroad construction. BOLSER’s experience and track record with other major mining operations was key in selecting them for this role.

Franklin’s Joint-Venture with Yacimientos Mineros en Explotacion Ltda (YAMINEX) of La Paz, Bolivia for warehousing and shipping as well as full access and use of warehousing and material handling equipment, including scales, necessary for the planned commercialization of minerals and metals.

An agreement with Huiracocha International Service provides funding to launch production at Escala Mina I. Huiracocha, a Bolivia corporation, will oversee mine operations as well as provide BOLSER with funding necessary to bring projects to completion; the total investment is estimated to be \$1,028,000 USD.

In 2010, Franklin's Board of Directors authorized a 1-for-2000 reverse split of the Company's issued and outstanding common shares. On August 21, 2012, the Franklin filed a Supplemental Information Disclosure Statement with OTC Markets confirming FINRA approval of the requested split. Effective upon market's opening, August 16, 2012 each 2,000 common shares were consolidated into one common share, par value of \$0.01. Both the authorized common and the authorized and issued preferred shares were unaffected by this action. As a result, 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).

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 the quarter ending March 31, 2013.
- To date, the Company's operating expenses have been met by obtaining capital from management and significant shareholders.
- As of March 31, 2013, the Company was indebted to two related parties in the aggregate amount of \$329,175. These notes bear interest at a rate of 8.0% per annum, and are due on demand.
- As of March 31, 2012, the Company was indebted to various unrelated third-party entities in the aggregate amount of \$751,098. These notes bear interest at a rate of 8.0% per annum, and are due on demand.
- During the Quarter ended March 31, 2013 the Company received notice of having settled judgments payable and related debts totaling \$2,263,051 in exchange for certain mineral properties in the state of Colorado having a previously impaired value of \$0.00.
- The Company has recorded a gain on the settlement of debt for the \$2,263,051 settled.
- During the Quarter ended March 31, 2013, the Company issued 20,129,422 shares of common stock in exchange for the conversion of \$201,294 in related-party debt.
- 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 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 and Cooperativa Minera INTI, Ltd. joint-ventures. The Escala has, historically, been a productive silver, lead and zinc operation. The La Joya has, historically, been a productive gold operation.

Mining is a dominant industry in the Republic of 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).

Forward-looking statements represent the Company's beliefs, plans and objectives about its 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

**Issuer's Annual Disclosure Statement
For the Quarter Ending March 31, 2013**

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
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
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 and
106,051,487 shares issued as of March 31, 2013
\$0.01 par value

Preferred Stock: 10,000,000 Series A authorized and issued shares as of March 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, 2011 or December 31, 2012 or during the Quarter ending March 31, 2013

Item 5.0 Financial Statements

Unaudited consolidated financial statements and accompanying footnotes for the periods ended March 31, 2013 and March 31, 2012 are attached by reference to this Disclosure Statement and available for review at 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 were 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 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 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

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 Quarterly Report & Disclosure Statement of Franklin Mining, Inc. for the period ending March 31, 2013.
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.

May 15, 2013

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