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**Admitted in Michigan*

17 August 2021

OTC Markets Group, Inc.
304 Hudson Street
Second Floor
New York, New York 10013

Re: Elray Resources, Inc. (ELRA) information on OTC Disclosure and News Service

Dear Sir or Madame:

I have been retained by Elray Resources, Inc., a Nevada corporation (the “Company”) for the limited purpose of rendering an opinion as to whether there is adequate current information available on the OTC Disclosure and News Service regarding the issuer and related matters. As such, OTC Markets Group is entitled to rely on such opinion in determining whether the issuer has made adequate current information publicly available within the meaning of Rule 144(c)(2) of the Securities Act of 1933.

In connection with this opinion I have examined the corporate organizational documents of the Company, including, but not limited to, the following:

1. The Company’s Articles of Incorporation;
2. The Company’s Bylaws;
3. The Company’s Quarterly Disclosure Statements along with Financial Statements for the periods ended June 30, 2021, and June 30, 2020, and filed on August 13, 2021;
4. The Company’s Quarterly Disclosure Statements along with Financial Statements for the periods ended March 31, 2021, and March 31, 2020, and filed on August 13, 2021;
5. The Company’s Annual Information and Disclosure Statements with Financial Statements for the period ended December 31, 2020, and December 31, 2019, and filed on August 13, 2021;
6. The Company’s Annual Information and Disclosure Statements with Financial Statements for the period ended December 31, 2019, and December 31, 2018, and filed on August 13, 2021;
7. The Company’s Form 15-12G filed on April 9, 2019, and
8. The Guidelines for Providing Adequate Current Information as published by Pink OTC Markets, Inc.

The Company’s consolidated unaudited financial statements, for the period ending December 31, 2018, December 31, 2019, as well as for the period ending December 31, 2020, were prepared in house by Anthony Goodman and are not audited. The financial statements are prepared in conformity with accounting principles generally accepted in the United States. In all material respect, the financial statements filed with the OTC Market Groups, fairly present the financial position and results of operations of the Company, as well as cash flows, for the period presented.

The Company's transfer agent is Empire Stock Transfer Agent, an SEC registered transfer agent and located at 1859 Whitney Mesa Dr., Henderson, NV 89014. The method used to obtain the number of outstanding shares as set forth in the Annual Report for the period ended December 31, 2020, as well as the Annual Report for the period ended December 31, 2019, was obtained via transfer agent verification on the OTC Pink. There are currently 2,405,612,176 shares of common stock issued and outstanding; there have no new shares issued between December 31, 2018, December 21, 2020.

Elray Resources, Inc. (ELRA) was incorporated under the laws of the State of Nevada on December 13, 2006, to undertake precious minerals exploration. Elray began its operation with one mineral claim, named the DL Claim, situated near the Town of Osoyoos in southern British Columbia, Canada.

On January 23, 2014, the Company entered into a Know-How and Asset Purchase Agreement, with VTG ("Virtual Technology Group, Ltd") and Gold Globe Investments Limited, a BVI company ("GGIL"). VTG and GGIL are engaged in the development of web technology and have jointly developed both an E-store and a virtual exchange platform that facilitate trading of virtual items and casino credits as well as bitcoins. The Company acquired these assets to assist the Company to continue to build and support its marketing and support business for online casinos and social games.

On August 24, 2016, the Company entered into a Strategic Partnership Agreement with Articulate Pty Ltd. ("Articulate"), a company that provides online intellectual property, including CRM systems, payment gateway systems and back-office marketing systems. Both parties worked together to provide service to e-commerce and gaming companies. Articulate Pty Ltd. ("Articulate"), is wholly-owned by Anthony Brian Goodman, CEO of the Company, and his wife Marla Goodman.

The Company terminated its registration with the Securities and Exchange Commission effective April 4, 2019, and concurrently discontinued its regular public reporting.

Today, the Company provides a turnkey solution for numerous successful online e-commerce companies as well as performs strategic marketing and consulting services for companies from all over the world.

There are currently 2,405,612,176 shares of Elray Resources, Inc. common stock outstanding as verified by the transfer agent on the OTCMarkets site, which is consistent with the corporate records of the issuer.

In connection with the opinion expressed herein, I have made such examination of law, as I considered appropriate for such purposes, and have relied entirely upon documents and certificates delivered to me, and which I deemed appropriate for purposes of rendering this opinion. In examining the documents, I have assumed the genuineness of signatures, the authenticity of documents submitted as originals, the conformity with originals of all documents furnished as copies, and the correctness of the facts set forth in such documents. During the course of my review, nothing led me to question the authenticity of any of the documents or facts contained herein. To that end, I am of the opinion that:

1. The current information posted by the Company constitutes adequate current public information and is publicly available as those terms are defined within the meaning of Rule 144(c)(2) under the Securities Act; the information includes all of the information that a broker-dealer would be required to obtain from the Company to publish a quotation for the Securities pursuant to Rule 15c2-11 under the Securities Exchange Act of 1934 as amended;

2. The aforementioned information as posted through the OTC Disclosure and News Service complies as to form and content with the OTC Markets Group, Inc. Guidelines for Providing Adequate Current Information as published by the OTC Market Groups, Inc.;
3. To the best of my knowledge, neither counsel, nor the members of management, the record owner of the Company, or any holder of 5% or more of the Company's securities are currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws;
4. I have personally met with the following officer and director of the Company: Anthony Brian Goodman, Chief Executive Officer and Director;
5. The Company's transfer agent is Empire Stock Transfer Agent, located at 1859 Whitney Mesa Dr., Henderson, NV 89014 and is registered with the Securities and Exchange Commission. The number of issued and outstanding shares was confirmed to me via transfer agent verification on the OTCMarkets site on August 13, 2021; and
6. To the best of my knowledge, and pursuant to review of publicly filed documents, the Company is not now, nor has it ever been a shell company as defined in Rules 405 of the Securities Act of 1933 and 12b-2 of the Exchange Act of 1934.

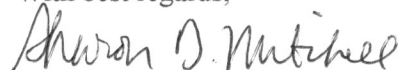
The opinions and conclusions expressed herein are based upon the facts that have been provided to me by the Company and are based on the accuracy of the facts and representations of the Company. In reaching my conclusions, I have personally met Anthony Brian Goodman, Chief Executive Officer and Chairman of the Board of Elray Resources, Inc., and have exchanged numerous emails and telephone conversations with corporate management. I have assumed the genuineness and authenticity of all documents provided to me; to the best of my knowledge I believe all sources to be reliable.

I am a resident of the United States and am licensed and authorized to practice law in the State of Michigan. This letter applies to the laws of the United States of America. I am allowed to practice before the Securities and Exchange Commission, and I have not been prohibited from practicing before it. I do not own any common or preferred stock of Elray Resources, Inc., and I do not anticipate receiving any in the immediate future.

I am not currently, nor have I been in the past five years (nor at any time), the subject of an investigation, hearing, or proceeding by the SEC, the US Commodity Futures Trading Commission (CFTC), the Financial Industry Regulatory Authority (FINRA), or any other federal, state, or foreign regulatory agency. Furthermore, I am not currently, nor have I been in the past five years (nor at any time) suspended or barred from practicing in any state or jurisdiction, nor have I been charged in a civil or criminal case.

This opinion is rendered in conjunction with the Company's current disclosure documents and may be posted on the OTC Disclosure and News Service, for viewing by the public and regulators; however, only OTC Markets Group is entitled to rely on this opinion.

With best regards,



Sharon D. Mitchell

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cc: Anthony Brian Goodman, CEO