



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

October 31, 2022

Anthony Goodman  
Chief Executive Officer  
Elray Resources, Inc.  
3651 Lindell Road, Suite D101  
Las Vegas, Nevada 89103

**Re: Elray Resources, Inc.**  
**Offering Statement on Form 1-A**  
**Post-qualification Amendment No. 1**  
**Filed October 25, 2022**  
**File No. 024-11942**

Dear Anthony Goodman:

This is to advise you that we do not intend to review your amendment.

We will consider qualifying your offering statement at your request. If a participant in your offering is required to clear its compensation arrangements with FINRA, please have FINRA advise us that it has no objections to the compensation arrangements prior to qualification.

We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Alexandra Barone, Staff Attorney, at (202) 551-8816 or Jan Woo, Legal Branch Chief, at (202) 551-3453 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Technology

cc: Eric Newlan