

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2021

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number **000-55323**

Mentor Capital, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

77-0395098

(I.R.S. Employer
Identification No.)

5964 Campus Court, Plano, Texas 75093

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(760) 788-4700**

Securities registered pursuant to Section 12(b) of the Act: **N/A**

Title of each class to be so registered

Trading Symbols (s)

Name of each exchange on which each class is to be registered

Securities registered pursuant to section 12(g) of the Act:

Common Stock

(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes . No .

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes . No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At July 30, 2021, there were 22,850,947 shares of Mentor Capital, Inc.'s common stock outstanding and 11 shares of Series Q Preferred Stock outstanding.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains “forward-looking statements,” as defined in the United States Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities and Exchange Act 1934, as amended. All statements contained in this report, other than statements of historical fact, including statements regarding our future results of operations and financial position, our business strategy and plans, and our objectives for future operations, are forward-looking statements. The words “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “seek,” “look,” “hope,” “intend,” “expect,” and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations, and objectives and financial needs. These forward-looking statements are subject to a number of risks, uncertainties, and assumptions. For example, statements in this Form 10-Q regarding the potential future impact of COVID-19 on the Company’s business and results of operations are forward-looking statements. Moreover, our investments in the cannabis-related industry or other industries we may be subject to heightened scrutiny and our portfolio companies may be subject to additional laws, rules, regulations, and statutes. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties, and assumptions, the future events and trends discussed in this Form 10-Q may not occur, and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

You should not rely upon forward-looking statements as predictions of future events. The events and circumstances reflected in the forward-looking statements may not be achieved or occur. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

All references in this Form 10-Q to the “Company,” “Mentor,” “we,” “us,” or “our” are to Mentor Capital, Inc.

MENTOR CAPITAL, INC.

TABLE OF CONTENTS

	Page	
PART I	FINANCIAL INFORMATION	
Item 1.	Financial Statements:	4
	Condensed Consolidated Balance Sheets (Unaudited) – June 30, 2021 and December 31, 2020	4
	Condensed Consolidated Income Statements (Unaudited) – Three Months and Six Months Ended June 30, 2021 and 2020	6
	Condensed Consolidated Statements of Shareholders' Equity (Unaudited) – Three Months Ended June 30, 2021 and 2020	7
	Condensed Consolidated Statements of Shareholders' Equity (Unaudited) – Six Months ended June 30, 2021 and 2020	8
	Condensed Consolidated Statements of Cash Flows (Unaudited) - Six months Ended June 30, 2021 and 2020	9
	Notes to Condensed Financial Statements	11
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	32
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	37
Item 4.	Controls and Procedures	37
PART II	OTHER INFORMATION	
Item 1.	Legal Proceedings	38
Item 1A.	Risk Factors	39
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	44
Item 3.	Defaults Upon Senior Securities	44
Item 4.	Mine Safety Disclosures	44
Item 5.	Other Information	44
Item 6.	Exhibits	45
	SIGNATURES	46

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Mentor Capital, Inc.

Condensed Consolidated Balance Sheets (Unaudited)

	June 30, 2021	December 31, 2020
ASSETS		
Current assets		
Cash and cash equivalents	\$ 299,833	\$ 506,174
Investment in securities, at fair value	23,810	34,826
Accounts receivable, net	532,078	508,286
Net finance leases receivable, current portion	72,788	69,053
Investment in installment receivable, current portion	84,662	26,162
Convertible notes receivable, current portion	27,102	26,454
Prepaid expenses and other current assets	25,521	17,839
Employee advances and other receivable	700	1,050
Total current assets	<u>1,066,494</u>	<u>1,189,844</u>
Property and equipment		
Property and equipment	278,659	267,160
Accumulated depreciation and amortization	<u>(145,515)</u>	<u>(129,974)</u>
Property and equipment, net	<u>133,144</u>	<u>137,186</u>
Other assets		
Operating lease right-of-use assets	91,231	129,295
Finance lease right-of-use assets	615,701	296,078
Investment in account receivable, net of discount and current portion	275,852	303,896
Net finance leases receivable, net of current portion	266,021	306,898
Convertible notes receivable, net of current portion	56,945	55,584
Contractual interest in legal recovery	381,529	381,529
Deposits	9,575	9,575
Long term investments	205,028	205,028
Goodwill	<u>1,426,182</u>	<u>1,426,182</u>
Total other assets	<u>3,328,064</u>	<u>3,114,065</u>
Total assets	<u>\$ 4,527,702</u>	<u>\$ 4,441,095</u>

See accompanying Notes to Financial Statements

Mentor Capital, Inc.

Condensed Consolidated Balance Sheets (Unaudited, Continued)

	June 30, 2021	December 31, 2020
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 40,702	\$ 18,813
Accrued expenses	297,892	259,934
Related party payable	20,000	20,000
Deferred revenue	12,944	16,198
Paycheck protection program loans, current portion	-	6,658
Finance lease liability, current portion	145,399	79,526
Operating lease liability, current portion	83,920	123,158
Current portion of long-term debt	15,099	15,566
Total current liabilities	<u>615,956</u>	<u>539,853</u>
Long-term liabilities		
Accrued salary, retirement, and incentive fee - related party	1,116,613	1,137,334
Related party loan	202,436	-
Paycheck protection program loans, net of current portion	76,872	2,791
Economic injury disaster loan	155,413	152,602
Finance lease liability, net of current portion	411,572	190,976
Operating lease liability, net of current portion	20,672	16,150
Long term debt, net of current portion	59,004	66,246
Total long-term liabilities	<u>2,042,582</u>	<u>1,566,099</u>
Total liabilities	<u>2,658,538</u>	<u>2,105,952</u>
Commitments and Contingencies	-	-
Shareholders' equity		
Preferred stock, \$0.0001 par value, 5,000,000 shares authorized; 11 and 11 shares issued and outstanding at June 30, 2021 and December 31, 2020 *	-	-
Common stock, \$0.0001 par value, 75,000,000 shares authorized; 22,850,947 and 22,850,947 shares issued and outstanding at June 30, 2021 and December 31, 2020	2,285	2,285
Additional paid in capital	13,071,655	13,071,655
Accumulated deficit	(10,964,774)	(10,601,231)
Non-controlling interest	(240,002)	(137,566)
Total shareholders' equity	<u>1,869,164</u>	<u>2,335,143</u>
Total liabilities and shareholders' equity	<u>\$ 4,527,702</u>	<u>\$ 4,441,095</u>

* Par value is less than \$0.01.

See accompanying Notes to Financial Statements

-5-

Mentor Capital, Inc.

Condensed Consolidated Income Statements (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Revenue				
Service fees	\$ 1,362,308	\$ 1,146,839	\$ 2,672,062	\$ 2,283,763
Finance lease revenue	10,330	12,028	21,200	24,567
Total revenue	1,372,638	1,158,867	2,693,262	2,308,330
Cost of sales				
	994,002	790,670	1,878,235	1,563,407
Gross profit	378,636	368,197	815,027	744,923
Selling, general and administrative expenses				
	685,926	573,072	1,287,062	1,186,522
Operating income (loss)	(307,290)	(204,875)	(472,035)	(441,599)
Other income and (expense)				
Gain (loss) on investments	(11,423)	4,288	(6,574)	(5,919)
Interest income	16,245	21,133	32,735	40,537
Interest expense	(15,114)	(6,846)	(27,185)	(14,184)
Paycheck Protection Program Loan Forgiven	-	-	10,000	-
Gain on equipment disposal	2,074	-	1,432	-
Economic Injury Disaster Loan advance	-	10,000	-	10,000
Other income (expense)	2,450	4,272	1,398	16,358
Total other income and (expense)	(5,768)	32,847	11,806	46,792
Income (loss) before provision for income taxes	(313,058)	(172,028)	(460,229)	(394,807)
Provision for income taxes	50	2,422	5,750	13,600
Net income (loss)	(313,108)	(174,450)	(465,979)	(408,407)
Gain (loss) attributable to non-controlling interest	(96,488)	9,735	(102,436)	23,548
Net income (loss) attributable to Mentor	\$ (216,620)	\$ (184,185)	\$ (363,543)	\$ (431,955)
Basic and diluted net income (loss) per Mentor common share:				
Basic and diluted	\$ (0.009)	\$ (0.008)	\$ (0.016)	\$ (0.019)
Weighted average number of shares of Mentor common stock outstanding:				
Basic and diluted*	22,850,947	22,850,947	22,850,947	22,850,947

* The company recorded an operating loss; therefore the diluted EPS will not be calculated as the diluted EPS effect is anti-dilutive.

See accompanying Notes to Financial Statements

-6-

Mentor Capital, Inc.
Condensed Consolidated Statement of Shareholders' Equity (Unaudited)
For the Three Months Ended June 30, 2021 and 2020

	Controlling Interest								Non- controlling equity (deficit)	Totals
	Preferred stock		Common stock				Total			
	Shares	\$0.0001 par*	Shares	\$0.0001 par	Additional paid in capital	Accumulated equity (deficit)				
Balances at March 31, 2021	11	\$ -	22,850,947	\$ 2,285	\$ 13,071,655	\$ (10,748,154)	\$ 2,325,786	\$ (143,514)	\$ 2,182,272	
Net income (loss)	-	-	-	-	-	(216,620)	(216,620)	(96,488)	(313,108)	
Balance at June 30, 2021	11	\$ -	22,850,947	\$ 2,285	\$ 13,071,655	\$ (10,964,774)	\$ 2,109,166	\$ (240,002)	\$ 1,869,164	
Balance at March 31, 2020	11	\$ -	22,850,947	\$ 2,285	\$ 13,071,655	\$ (10,122,976)	\$ 2,950,964	\$ (172,237)	\$ 2,778,727	
Net income (loss)	-	-	-	-	-	(184,185)	(184,185)	9,735	(174,450)	
Balances at June 30, 2020	11	\$ -	22,850,947	\$ 2,285	\$ 13,071,655	\$ (10,307,161)	\$ 2,766,779	\$ (162,502)	\$ 2,604,277	

*Par value of series Q preferred shares is less than \$1.

See accompanying Notes to Financial Statements

Mentor Capital, Inc.
Condensed Consolidated Statement of Shareholders' Equity (Unaudited)
For the Six Months Ended June 30, 2021 and 2020

	Controlling Interest								Non- controlling equity (deficit)	Totals
	Preferred stock		Common stock				Total			
	Shares	\$0.0001 par*	Shares	\$0.0001 par	Additional paid in capital	Accumulated equity (deficit)				
Balances at December 31, 2020	11	\$ -	22,850,947	\$ 2,285	\$ 13,071,655	\$ (10,601,231)	\$ 2,472,709	\$ (137,566)	\$ 2,335,143	
Net income (loss)	-	-	-	-	-	(363,543)	(363,543)	(102,436)	(465,979)	
Balance at June 30, 2021	11	\$ -	22,850,947	\$ 2,285	\$ 13,071,655	\$ (10,964,774)	\$ 2,109,166	\$ (240,002)	\$ 1,869,164	
Balance at December 31, 2019	11	\$ -	22,850,947	\$ 2,285	\$ 13,071,655	\$ (9,875,206)	\$ 3,198,734	\$ (186,050)	\$ 3,012,684	
Net income (loss)	-	-	-	-	-	(431,955)	(431,955)	23,548	(408,407)	
Balances at June 30, 2020	11	\$ -	22,850,947	\$ 2,285	\$ 13,071,655	\$ (10,307,161)	\$ 2,766,779	\$ (162,502)	\$ 2,604,277	

*Par value of series Q preferred shares is less than \$1.

See accompanying Notes to Financial Statements

Mentor Capital, Inc.

Condensed Consolidated Statements of Cash Flows (Unaudited)

	For the Six Months Ended June 30,	
	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss)	\$ (465,979)	\$ (408,407)
Adjustments to reconcile net (loss) to net cash provided by (used by) operating activities:		
Depreciation and amortization	19,274	8,939
Amortization of right of use asset	70,818	37,973
PPP loan forgiven	(10,000)	-
(Gain) loss on ROU asset disposal	643	-
(Gain) loss on property and equipment disposal	(2,076)	-
Bad debt expense	12,580	29,893
Amortization of discount on investment in account receivable	(30,457)	(38,217)
Increase in accrued investment interest income	(2,010)	(1,924)
(Gain) loss on investment in securities, at fair value	6,573	750
(Gain) loss on long-term investments	-	5,169
Decrease (increase) in operating assets		
Finance leases receivable	37,142	283,218
Accounts receivable - trade	(36,373)	9,428
Prepaid expenses and other current assets	(7,682)	28,803
Employee advances	350	1,896
Increase (decrease) in operating liabilities		
Accounts payable	21,889	(44,816)
Accrued expenses	43,484	29,529
Deferred revenue	(3,254)	(3,217)
Accrued salary, retirement, and benefits - related party	(20,721)	18,605
Net cash provided by (used by) operating activities	(365,799)	(42,378)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of investment securities	(38,469)	(38,115)
Sale of investment securities	42,914	-
Purchase contractual interest in legal recovery	-	(35,334)
Purchases of property and equipment	(16,539)	(21,754)
Proceeds from sale of property and equipment	3,383	260
Down payments on right of use assets	(46,736)	(9,604)
Proceeds from investment in receivable	-	4,000
Net cash (used by) investing activities	(55,447)	(100,547)

See accompanying Notes to Financial Statements

-9-

Mentor Capital, Inc.

Condensed Consolidated Statements of Cash Flows (Unaudited, Continued)

	For the Six Months Ended Ended June 30,	
	2021	2020
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from related party loan	\$ 200,000	\$ -
Proceeds from Paycheck Protection Program loan	76,593	460,547
Refund of Paycheck Protection Program payments	551	-
Payments on related party payable	-	(27,472)
Payments on long-term debt	(7,709)	(12,866)
Payments on finance lease liability	(54,530)	(25,131)
Net cash provided by (used by) financing activities	214,905	395,078
Net change in cash	(206,341)	252,153
Beginning cash	506,174	686,611
Ending cash	\$ 299,833	\$ 938,764
SUPPLEMENTARY INFORMATION:		
Cash paid for interest	\$ 19,153	\$ 14,184
Cash paid for income taxes	\$ 3,350	\$ 7,680
NON-CASH INVESTING AND FINANCING TRANSACTIONS:		
Right of use assets acquired through operating lease liability	\$ 55,624	\$ -
Right of use assets acquired through finance lease liability	\$ 337,751	\$ 80,779

See accompanying Notes to Financial Statements

-10-

Note 1 - Nature of operations

Corporate Structure Overview

Mentor Capital, Inc. (“Mentor” or “the Company”), reincorporated under the laws of the State of Delaware in September 2015.

The entity was originally founded as an investment partnership in Silicon Valley, California, by the current CEO in 1985 and subsequently incorporated under the laws of the State of California on July 29, 1994. On September 12, 1996, the Company’s offering statement was qualified pursuant to Regulation A of the Securities Act, and the Company began to trade its shares publicly. On August 21, 1998, the Company filed for voluntary reorganization, and on January 11, 2000, the Company emerged from Chapter 11 reorganization. The Company relocated to San Diego, California, and contracted to provide financial assistance and investment into small businesses. On May 22, 2015, a corporation named Mentor Capital, Inc. (“Mentor Delaware”) was incorporated under the laws of the State of Delaware. A shareholder-approved merger between Mentor and Mentor Delaware was approved by the California and Delaware Secretaries of State and became effective September 24, 2015, thereby establishing Mentor as a Delaware corporation. In September 2020, Mentor relocated its corporate office from San Diego, California, to Plano, Texas.

The Company’s common stock trades publicly under the trading symbol OTCQB: MNTR.

The Company’s broad target industry focus includes energy, mining and minerals, technology, consumer products, management services, and manufacturing sectors with the goal of ensuring increased market opportunities and investment diversification. In April 2021, the Company announced that it was adding a cryptocurrency focus for Mentor.

Mentor has a 51% interest in Waste Consolidators, Inc. (“WCI”). WCI was incorporated in Colorado in 1999 and operates in Arizona and Texas. It is a long standing investment of the Company since 2003.

On April 18, 2016, the Company formed Mentor IP, LLC (“MCIP”), a South Dakota limited liability company and wholly owned subsidiary of Mentor. MCIP was formed to hold interests related to patent rights obtained on April 4, 2016, when Mentor Capital, Inc. entered into that certain “Larson - Mentor Capital, Inc. Patent and License Fee Facility with Agreement Provisions for an — 80% / 20% Domestic Economic Interest — 50% / 50% Foreign Economic Interest” with R. L. Larson and Larson Capital, LLC (“MCIP Agreement”). Pursuant to the MCIP Agreement, MCIP obtained rights to an international patent application for foreign THC and CBD cannabis vape pens under the provisions of the Patent Cooperation Treaty of 1970, as amended. R. L. Larson continues its efforts to obtain exclusive licensing rights in the United States for THC and CBD cannabis vape pens for various THC and CBD percentage ranges and concentrations. On May 5, 2020, a patent was issued by the United States Patent and Trademark Office and on September 22, 2020, a patent was issued by the Canadian Intellectual Property Office. Patent application national phase maintenance fees were expensed when paid rather than capitalized and therefore, no capitalized assets related to MCIP are recognized on the consolidated financial statements at June 30, 2021 and December 31, 2020.

Mentor Partner I, LLC (“Partner I”) was reorganized as a limited liability company under the laws of the State of Texas as of February 17, 2021. The entity was initially organized as a limited liability company under the laws of the State of California on September 19, 2017. Partner I was formed as a wholly owned subsidiary of Mentor for the purpose of cannabis-focused acquisition and investment. In 2018, Mentor contributed \$996,000 of capital to Partner I to facilitate the purchase of manufacturing equipment to be leased from Partner I by G FarmaLabs Limited (“G Farma”) under a Master Equipment Lease Agreement dated January 16, 2018, as amended. Amendments expanded the Lessee under the agreement to include G FarmaLabs Limited and G FarmaLabs DHS, LLC, (collectively referred to as “G Farma Lease Entities”). The finance leases resulting from this investment were fully impaired at June 30, 2021 and December 31, 2020. See Note 8.

Mentor Partner II, LLC (“Partner II”) was reorganized as a limited liability company under the laws of the State of Texas on February 17, 2021. The entity was initially organized as a limited liability under the laws of the State of California on February 1, 2018. Partner II was formed as a wholly owned subsidiary of Mentor for the purpose of cannabis-focused investing and acquisition. On February 8, 2018, Mentor contributed \$400,000 to Partner II to facilitate the purchase of manufacturing equipment to be leased from Partner II by Pueblo West Organics, LLC, a Colorado limited liability company (“Pueblo West”) under a Master Equipment Lease Agreement dated February 11, 2018, as amended. On March 12, 2019, Mentor agreed to use Partner II earnings of \$61,368 to facilitate the purchase of additional manufacturing equipment to Pueblo West under a Second Amendment to the lease. This lease is fully performing, see Note 8.

Note 1 - Nature of operations (continued)

The Company has a membership equity interest in Electrum Partners, LLC (“Electrum”) which is carried at a cost of \$194,028 and \$194,028 at June 30, 2021 and December 31, 2020, respectively.

On October 30, 2018, the Company entered into a Recovery Purchase Agreement with Electrum. Electrum is the plaintiff in an ongoing legal action pending in the Supreme Court of British Columbia (“Litigation”). As described further in Note 9, Mentor provided capital for payment of Litigation costs in the amount of \$181,529 and \$146,195 as of December 31, 2020 and 2019, respectively. After repayment to Mentor of all funds invested for payment of Litigation costs, Mentor will receive 18% of anything of value received by Electrum as a result of the Litigation (“Recovery”), after first receiving reimbursement of the Litigation costs. On October 31, 2018, Mentor entered into a secured Capital Agreement with Electrum and invested an additional \$100,000 of capital in Electrum. Under the Capital Agreement, on the payment date, Electrum will pay Mentor the sum of (i) \$100,000, (ii) ten percent (10%) of the Recovery, and (iii) 0.083334% of the Recovery for each full month from October 31, 2018 to the payment date for each full month that \$833 is not paid to Mentor. The payment date is the earlier of November 1, 2021, or the final resolution of the Litigation. On January 28, 2019, the Company entered into a second secured Capital Agreement with Electrum and invested an additional \$100,000 of capital in Electrum with payment terms similar to the October 31, 2018 Capital Agreement. As part of the January 28, 2019 Capital Agreement, Mentor was granted an option to convert its 6,198 membership interests in Electrum into a cash payment of \$194,028 plus an additional 19.4% of the Recovery. See Note 9.

On December 21, 2018, Mentor paid \$10,000 to purchase 500,000 shares of NeuCourt, Inc. common stock, representing approximately 6.1% of NeuCourt’s issued and outstanding common stock as of June 30, 2021.

Note 2 - Summary of significant accounting policies

Condensed consolidated financial statements

The unaudited condensed consolidated financial statements of the Company for the six month period ended June 30, 2021 and 2020 have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Regulation S-K. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. However, such information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary for the fair presentation of the financial position and the results of operations. Results shown for interim periods are not necessarily indicative of the results to be obtained for a full fiscal year. The balance sheet information as of December 31, 2020 was derived from the audited financial statements included in the Company’s financial statements as of and for the year ended December 31, 2020 included in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on April 15, 2021. These financial statements should be read in conjunction with that report.

Basis of presentation

The accompanying consolidated financial statements and related notes include the activity of subsidiaries in which a controlling financial interest is owned. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). Significant intercompany balances and transactions have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform with the current period presentation.

Basis of presentation (continued)

As shown in the accompanying financial statements, the Company has a significant accumulated deficit of \$10,964,774 as of June 30, 2021. The Company continues to experience negative cash flows from operations.

The Company management believes it is more likely than not that Electrum will prevail in the legal action described in Note 9 to the consolidated financial statements, in which the Company has an interest. However, there is no surety that Electrum will prevail in its legal action or that we will be able to recover our funds and our percentage of the Litigation Recovery if Electrum does prevail.

Note 2 - Summary of significant accounting policies (continued)

Going Concern Uncertainties

The Company will be required to raise additional capital to fund its operations and will continue to attempt to raise capital resources from both related and unrelated parties until such time as the Company is able to generate revenues sufficient to maintain itself as a viable entity. These factors have raised substantial doubt about the Company's ability to continue as a going concern. These financial statements are presented on the basis that we will continue as a going concern. The going concern concept contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. There can be no assurances that the Company will be able to raise additional capital or achieve profitability. However, the Company has 6,252,954 Series D warrants outstanding in which the Company can reset the exercise price substantially below the current market price. These condensed consolidated financial statements do not include any adjustments that might result from repricing the outstanding warrants.

Management's plans include increasing revenues through acquisition, investment, and organic growth. Management anticipates funding these activities by raising additional capital through the sale of equity securities and debt.

Impact Related to COVID-19

The effect of the novel coronavirus ("COVID-19") has significantly impacted the United States and the global economy. COVID-19 and the measures taken by many countries in response have adversely affected and could in the future materially adversely impact the Company's business, results of operations, financial condition, and stock price. As of June 30, 2021, the fatality rate from COVID-19 in the United States has significantly declined from its peak, but the impact of COVID-19 continues to unfold. The ongoing worldwide economic situation, future weakness in the credit markets, and significant liquidity problems for the financial services industry may impact our financial condition in a number of ways. For example, our current or potential customers, or the current or potential customers of our partners or affiliates, may delay or decrease spending with us, or may not pay us, or may delay paying us for previously purchased products and services. Also, we, or our partners or affiliates, may have difficulties in securing additional financing. Our legal recovery efforts have been hindered and may continue to be constrained, due to the closure of the courts in California and British Columbia, which may cause COVID-19-related scheduling delays, hindering our legal recovery from the G Farma Entities and delaying the receipt of the Company's interest in the Electrum Partners, LLC legal recovery, respectively. Additionally, the collectability of our investment in accounts receivable has been impaired by \$139,148 in the fourth quarter of 2020, due to a reduction in our expected collection amount of the 2020 and 2021 payments of an installment contract, see Note 4.

Public health efforts to mitigate the impact of COVID-19 have included government actions such as travel restrictions, limitations on public gatherings, shelter in place orders, and mandatory closures. These actions are being lifted to varying degrees. WCI has not experienced an overall reduced demand for services initially anticipated because WCI helps lower monthly service costs paid by its client properties. However, WCI's clients may experience a delay in collecting rent from tenants, which may cause slower payments to WCI. WCI closely monitors customer accounts and has not experienced significant delays in the collection of accounts receivable.

According to the Critical Infrastructure Standards released by the Cybersecurity and Infrastructure Security Agency on March 18, 2020, "Financial Services Sector" businesses, like Mentor, are considered "essential businesses." Because of the financial nature of Mentor's operations, which consist of oversight of our portfolio companies, accounting, compliance, investor relations, and sales, Mentor's day-to-day operations are not substantially hindered by remote office work or telework.

We anticipate that current cash and associated resources will be sufficient to execute our business plan for the next twelve months. The ultimate impact of COVID-19 on our business, results of operations, financial condition and cash flows is dependent on future developments, including the duration of COVID-19, government response and the related length of this impact on the economy, which are uncertain and cannot be predicted at this time.

Use of estimates

The preparation of our condensed consolidated financial statements in conformity with GAAP requires management to make estimates, assumptions, and judgments that affect the reported amounts of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of our consolidated financial statements, and the reported amount of revenues and expenses during the reporting period.

Note 2 - Summary of significant accounting policies (continued)

Significant estimates relied upon in preparing these consolidated financial statements include revenue recognition, accounts and notes receivable reserves, expected future cash flows used to evaluate the recoverability of long-lived assets, estimated fair values of long-lived assets used to record impairment charges related to investments, goodwill, amortization periods, accrued expenses, and recoverability of the Company's net deferred tax assets and any related valuation allowance.

Although the Company regularly assesses these estimates, actual results could differ materially from these estimates. Changes in estimates are recorded in the period in which they become known. The Company bases its estimates on historical experience and various other assumptions that it believes to be reasonable under the circumstances. Actual results may differ from management's estimates if past experience or other assumptions do not turn out to be substantially accurate.

Recent Accounting Standards

From time to time, the FASB or other standards setting bodies issue new accounting pronouncements. Updates to the FASB Accounting Standard Codifications ("ASCs") are communicated through the issuance of an Accounting Standards Update ("ASU"). Unless otherwise discussed, we believe that the impact of recently issued guidance, whether adopted or to be adopted in the future, is not expected to have a material impact on our consolidated financial statements upon adoption.

There were no accounting pronouncements issued during the six months ended June 30, 2021 that are expected to have a material impact on the Company's condensed consolidated financial statements.

Concentrations of cash

The Company maintains its cash and cash equivalents in bank deposit accounts, which at times may exceed federally insured limits. The Company has not experienced any losses in such accounts, nor does the Company believe it is exposed to any significant credit risk on cash and cash equivalents.

Cash and cash equivalents

The Company considers all short-term debt securities purchased with a maturity of three months or less to be cash equivalents. The Company had no short-term debt securities as of June 30, 2021 and December 31, 2020.

Accounts receivable

Accounts receivable consists of trade accounts arising in the normal course of business and are classified as current assets and carried at original invoice amounts less an estimate for doubtful receivables based on historical losses as a percent of revenue in conjunction with a review of outstanding balances on a quarterly basis. The estimate of the allowance for doubtful accounts is based on the Company's bad debt experience, market conditions, and aging of accounts receivable, among other factors. If the financial condition of the Company's customers deteriorates, resulting in the customer's inability to pay the Company's receivables as they come due, additional allowances for doubtful accounts will be required. At June 30, 2021 and December 31, 2020, the Company has an allowance for doubtful receivables in the amount of \$72,041 and \$59,461, respectively.

Investments in securities at fair value

Investment in securities consists of debt and equity securities reported at fair value. Under ASU 2016-01, "*Financial Instruments - Overall: Recognition and Measurement of Financial Assets and Financial Liabilities*," the Company elected to report changes in the fair value of equity investment in realized investment gains (losses), net.

Long term investments

The Company's investments in entities where it is a minority owner and does not have the ability to exercise significant influence are recorded at fair value if readily determinable. If the fair market value is not readily determinable, the investment is recorded under the cost method. Under this method, the Company's share of the earnings or losses of such investee company is not included in the Company's financial statements. The Company reviews the carrying value of its long-term investments for impairment each reporting period.

Note 2 - Summary of significant accounting policies (continued)

Investments in debt securities

The Company's investment in debt securities consists of two convertible notes receivable from NeuCourt, Inc., which are recorded at the aggregate principal face amount of \$75,000 plus accrued interest of \$9,047 and \$7,038 at June 30, 2021 and December 31, 2020, respectively, as presented in Note 7.

Investment in account receivable, net of discount

The Company's investment in account receivable is stated at face value, net of unamortized purchase discount. The discount is amortized to interest income over the term of the exchange agreement. In the fourth quarter of 2020, we were notified that due to the effect of COVID-19 on the estimated receivable, we may not receive the 2020 installment payment or the full 2021 installment payment. At June 30, 2021 and December 31, 2020, the Company has an impairment of the investment in account receivable of \$139,148 and \$139,148, respectively.

Credit quality of notes receivable and finance leases receivable, and credit loss reserve

As our notes receivable and finance leases receivable are limited in number, our management is able to analyze estimated credit loss reserves based on a detailed analysis of each receivable as opposed to using portfolio-based metrics. Our management does not use a system of assigning internal risk ratings to each of our receivables. Rather, each note receivable and finance lease receivable is analyzed quarterly and categorized as either performing or non-performing based on certain factors including, but not limited to, financial results, satisfying scheduled payments, and compliance with financial covenants. A note receivable or finance lease receivable will be categorized as non-performing when a borrower experiences financial difficulty and has failed to make scheduled payments. As part of the monitoring process, we may physically inspect the collateral or a borrower's facility and meet with a borrower's management to better understand such borrower's financial performance and its future plans on an as-needed basis.

Lessee Leases

We determine whether an arrangement is a lease at inception. Lessee leases are classified as either finance leases or operating leases. A lease is classified as a finance lease if any one of the following criteria is met: (i) the lease transfers ownership of the asset by the end of the lease term, (ii) the lease contains an option to purchase the asset that is reasonably certain to be exercised, and (iii) the lease term is for a significant part of the remaining useful life of the asset or the present value of the lease payments equals or exceeds substantially all of the fair value of the asset. A lease is classified as an operating lease if it does not meet any one of these criteria. Our operating leases are comprised of office space leases and office equipment. Fleet vehicle leases entered into prior to January 1, 2019, are classified as operating leases based on an expected lease term of four years. Fleet vehicle leases entered into on or after January 1, 2019, for which the lease is expected to be extended to five years, are classified as finance leases. Our leases have remaining lease terms of one to forty-eight months. Our fleet finance leases contain a residual value guarantee which, based on past lease experience, is unlikely to result in a liability at the end of the lease. As most of our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments.

Costs associated with operating lease assets are recognized on a straight-line basis, over the term of the lease, within cost of goods sold for vehicles used in direct servicing of WCI customers and in operating expenses for costs associated with all other operating leases. Finance lease assets are amortized within cost of goods sold for vehicles used in direct servicing of WCI customers and within operating expenses for all other finance lease assets, on a straight-line basis over the shorter of the estimated useful lives of the assets or the lease term. The interest component of a finance lease is included in interest expense and recognized using the effective interest method over the lease term. We have agreements that contain both lease and non-lease components. For vehicle fleet operating leases, we account for lease components together with non-lease components (e.g., maintenance fees).

Note 2 - Summary of significant accounting policies (continued)

Property, and equipment

Property and equipment is recorded at cost less accumulated depreciation. Depreciation is computed on the declining balance method over the estimated useful lives of various classes of property. The estimated lives of the property and equipment are generally as follows: computer equipment, three to five years; furniture and equipment, seven years; and vehicles and trailers, four to five years. Depreciation on vehicles used by WCI to service its customers is included in cost of goods sold in the consolidated income statements. All other depreciation is included in selling, general and administrative costs in the consolidated income statements.

Expenditures for major renewals and improvements are capitalized, while minor replacements, maintenance and repairs, which do not extend the asset lives, are charged to operations as incurred. Upon sale or disposition, the cost and related accumulated depreciation are removed from the accounts and any gain or loss is included in operations. The Company continually monitors events and changes in circumstances that could indicate that the carrying balances of its property and equipment may not be recoverable in accordance with the provisions of ASC 360, "*Property, Plant, and Equipment*." When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets.

The Company reviews intangible assets subject to amortization quarterly to determine if any adverse conditions exist or a change in circumstances has occurred that would indicate impairment or a change in the remaining useful life. Conditions that may indicate impairment include, but are not limited to, a significant adverse change in legal factors or business climate that could affect the value of an asset, a product recall, or an adverse action or assessment by a regulator. If an impairment indicator exists, we test the intangible asset for recoverability. For purposes of the recoverability test, we group our amortizable intangible assets with other assets and liabilities at the lowest level of identifiable cash flows if the intangible asset does not generate cash flows independent of other assets and liabilities. If the carrying value of the intangible asset (asset group) exceeds the undiscounted cash flows expected to result from the use and eventual disposition of the intangible asset (asset group), the Company will write the carrying value down to the fair value in the period identified.

Goodwill

Goodwill of \$1,324,142 was derived from consolidating WCI effective January 1, 2014, and \$102,040 of goodwill related to the 1999 acquisition of a 50% interest in WCI. In accordance with ASC 350, "*Intangibles-Goodwill and Other*," goodwill and other intangible assets with indefinite lives are no longer subject to amortization but are tested for impairment annually or whenever events or changes in circumstances indicate that the asset might be impaired.

The Company reviews the goodwill allocated to each of our reporting units for possible impairment annually as of December 31 and whenever events or changes in circumstances indicate carrying amount may not be recoverable. In the impairment test, the Company measures the recoverability of goodwill by comparing a reporting unit's carrying amount, including goodwill, to the estimated fair value of the reporting unit. If the carrying amount of a reporting unit is in excess of its fair value, the Company recognizes an impairment charge equal to the amount in excess. To estimate the fair value, management uses valuation techniques which included the discounted value of estimated future cash flows. The evaluation of impairment requires the Company to make assumptions about future cash flows over the life of the asset being evaluated. These assumptions require significant judgment and are subject to change as future events and circumstances change. Actual results may differ from assumed and estimated amounts. Management determined that no impairment write-downs were required as of June 30, 2021 and December 31, 2020.

Note 2 - Summary of significant accounting policies (continued)

Revenue recognition

The Company recognizes revenue in accordance with ASC 606, "Revenue from Contracts with Customers," and FASB ASC Topic 842, "Leases." Revenue is recognized net of allowances for returns and any taxes collected from customers, which are subsequently remitted to government authorities.

WCI works with business park owners, governmental centers, and apartment complexes to reduce facilities related costs. WCI performs monthly services pursuant to agreements with customers. Customer monthly service fees are based on WCI's assessment of the amount and frequency of monthly services requested by a customer. WCI may also provide additional services, such as apartment cleanout services, large item removals, or similar services, on an as needed basis at an agreed upon rate as requested by customers. All services are invoiced and recognized as revenue in the month the agreed on services are performed.

For each finance lease, the Company recognized as a gain the amount equal to (i) the net investment in the finance lease less (ii) the net book value of the equipment at the inception of the applicable lease. At lease inception, we capitalize the total minimum finance lease payments receivable from the lessee, the estimated unguaranteed residual value of the equipment at lease termination, if any, and the initial direct costs related to the lease, less unearned income. Unearned income is recognized as finance income over the term of the lease using the effective interest rate method.

The Company, through its subsidiaries, is the lessor of manufacturing equipment subject to leases under master leasing agreements. The leases contain an element of dealer profit and lessee bargain purchase options at prices substantially below the subject assets' estimated residual values at the exercise date for the options. Consequently, the Company classified the leases as sales-type leases (the "finance leases") for financial accounting purposes. For such finance leases, the Company reports the discounted present value of (i) future minimum lease payments (including the bargain purchase option, if any) and (ii) any residual value not subject to a bargain purchase option as a finance lease receivable on its balance sheet and accrues interest on the balance of the finance lease receivable based on the interest rate inherent in the applicable lease over the term of the lease. For each finance lease, the Company recognized revenue in an amount equal to the net investment in the lease and cost of sales equal to the net book value of the equipment at the inception of the applicable lease.

Basic and diluted income (loss) per common share

We compute net income (loss) per share in accordance with ASC 260, "Earnings Per Share." Under the provisions of ASC 260, basic net loss per share includes no dilution and is computed by dividing the net loss available to common stockholders for the period by the weighted average number of shares of Common Stock outstanding during the period. Diluted net income (loss) per share takes into consideration shares of Common Stock outstanding (computed under basic net loss per share) and potentially dilutive securities that are not anti-dilutive.

Outstanding warrants that had no effect on the computation of the dilutive weighted average number of shares outstanding as their effect would be anti-dilutive were approximately 7,000,000 and 7,000,000 as of June 30, 2021 and December 31, 2020, respectively. There were 87,456 and 87,456 potentially dilutive shares outstanding at June 30, 2021 and December 31, 2020, respectively.

Conversion of Series Q Preferred Stock into Common Stock would be anti-dilutive for the three and six months ended June 30, 2021 and 2020 and is not included in calculating the diluted weighted average number of shares outstanding.

Note 3 - Prepaid expenses and other assets

Prepaid expenses and other assets consist of the following:

	<u>June 30, 2021</u>	<u>December 31, 2020</u>
Prepaid insurance	-	342
Other prepaid costs	25,521	17,497
	<u>\$ 25,521</u>	<u>\$ 17,839</u>

Note 4 – Investment in account receivable

On April 10, 2015, the Company entered into an exchange agreement whereby the Company received an investment in an account receivable with annual installment payments of \$117,000 for 11 years, through 2026, totaling \$1,287,000 in exchange for 757,059 shares of Mentor Common Stock obtained through exercise of 757,059 Series D warrants at \$1.60 per share plus a \$0.10 per warrant redemption price.

The Company valued the transaction based on the market value of Company common shares exchanged in the transaction, resulting in a 17.87% discount from the face value of the account receivable. The discount is being amortized monthly to interest over the 11-year term of the agreement. In the fourth quarter of 2020, we were notified that due to the effect of COVID-19 on the estimated receivable, we may not receive the 2020 installment payment or the full 2021 installment payment. Based on management's collection estimates, we recorded an impairment of \$139,148 and \$139,148 on the investment in account receivable at June 30, 2021 and December 31, 2020, respectively.

The investment in account receivable consists of the following at June 30, 2021 and December 31, 2020:

	June 30, 2021	December 31, 2020
Face value	\$ 702,000	\$ 702,000
Impairment	(139,148)	(139,148)
Unamortized discount	(202,338)	(232,794)
Net balance	360,514	330,058
Current portion	(84,662)	(26,162)
Long term portion	\$ 275,852	\$ 303,896

For the three months ended June 30, 2021 and 2020, \$15,228 and \$19,872 of discount amortization is included in interest income, respectively. For the six months ended June 30, 2021 and 2020, \$30,456 and \$38,217 of discount amortization is included in interest income, respectively.

Note 5 - Property and equipment

Property and equipment are comprised of the following:

	June 30, 2021	December 31, 2020
Computers	\$ 39,809	\$ 38,545
Furniture and fixtures	23,428	23,428
Machinery and vehicles	215,422	205,187
	278,659	267,160
Accumulated depreciation and amortization	(145,515)	(129,974)
Net Property and equipment	\$ 133,144	\$ 137,186

Depreciation and amortization expense was \$9,854 and \$5,097 for the three months ended June 30, 2021 and 2020, respectively. Depreciation and amortization expense was \$19,274 and \$8,938 for the six months ended June 30, 2021 and 2020, respectively. Depreciation on WCI vehicles used to service customer accounts is included in the cost of goods sold, and all other depreciation is included in selling, general and administrative expenses in the condensed consolidated income statements.

Note 6 – Lessee Leases

Operating leases are comprised of office space and office equipment leases. Fleet leases entered into prior to January 1, 2019, are classified as operating leases. Fleet leases entered into on or after January 1, 2019, under ASC 842 guidelines, are classified as finance leases.

Gross right of use assets recorded under finance leases related to WCI vehicle fleet leases were \$777,451 and \$406,242 as of June 30, 2021 and December 31, 2020, respectively. Accumulated amortization associated with finance leases was \$161,750 and \$110,164 as of June 30, 2021 and December 31, 2020, respectively.

Lease costs recognized in our consolidated statements of operations is summarized as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Operating lease cost included in cost of goods	\$ 29,837	\$ 38,615	\$ 62,701	\$ 84,571
Operating lease cost included in operating costs	13,496	13,846	24,592	28,119
Total operating lease cost (1)	<u>43,333</u>	<u>52,461</u>	<u>87,293</u>	<u>112,690</u>
Finance lease cost, included in cost of goods:				
Amortization of lease assets	38,952	17,434	51,586	31,427
Interest on lease liabilities	6,363	4,475	11,830	7,969
Total finance lease cost	<u>45,315</u>	<u>21,909</u>	<u>63,416</u>	<u>39,396</u>
Short-term lease cost	0	8,970	2,300	17,940
Total lease cost	<u>\$ 88,648</u>	<u>\$ 83,340</u>	<u>\$ 153,009</u>	<u>\$ 170,026</u>

(1) Right of use asset amortization under operating agreements was \$26,558 and \$49,846 for the three months ended June 30, 2021 and 2020, respectively. Right of use asset amortization under operating agreements was \$67,539 and \$95,722 for the six months ended June 30, 2021 and 2020, respectively.

Other information about lease amounts recognized in our condensed consolidated financial statements is summarized as follows:

	June 30, 2021	December 31, 2020
Weighted-average remaining lease term – operating leases	1.29 years	.93 years
Weighted-average remaining lease term – finance leases	4.05 years	3.41 years
Weighted-average discount rate – operating leases	7.9%	10.1%
Weighted-average discount rate – finance leases	5.5%	8.3%

Finance lease liabilities were as follows:

	June 30, 2021	December 31, 2020
Gross finance lease liabilities	\$ 609,184	\$ 310,685
Less: imputed interest	(52,213)	(40,183)
Present value of finance lease liabilities	<u>556,971</u>	<u>270,502</u>
Less: current portion	(145,399)	(79,526)
Long-term finance lease liabilities	<u>\$ 411,572</u>	<u>\$ 190,976</u>

Operating lease liabilities were as follows:

	June 30, 2021	December 31, 2020
Gross operating lease liabilities	\$ 108,208	\$ 146,171
Less: imputed interest	(3,616)	(6,863)
Present value of operating lease liabilities	<u>104,592</u>	<u>139,308</u>
Less: current portion	(83,920)	(123,158)
Long-term operating lease liabilities	<u>\$ 20,672</u>	<u>\$ 16,150</u>

Note 6 – Lessee Leases (continued)

Lease maturities were as follows:

Maturity of lease liabilities 12 months ending June 30,	Finance leases	Operating leases
2022	\$ 145,399	\$ 83,920
2023	143,929	20,672
2024	116,128	-
2025	99,870	-
2026	51,645	-
Total	556,971	104,592
Less: Current maturities	145,399	83,920
Long-term liability	\$ 411,572	\$ 20,672

Note 7 – Convertible notes receivable

Convertible notes receivable consists of the following:

	June 30, 2021	December 31, 2020
November 22, 2017, NeuCourt, Inc. convertible note receivable including accrued interest of \$2,102 and \$1,454 at June 30, 2021 and December 31, 2020. The note bears interest at 5% per annum, originally matured November 22, 2019, and was extended to mature November 22, 2021. Principal and accrued interest are due at maturity. Upon extension, the Company received a cash payment of \$2,496 for interest accrued through November 4, 2019. Principal and unpaid interest may be converted into a blend of shares of a to-be-created series of Preferred Stock and Common Stock of NeuCourt (i) on closing of a future financing round of at least \$750,000, (ii) on the election of NeuCourt on maturity of the Note, or (iii) on election of Mentor following NeuCourt's election to prepay the Note. *	\$ 27,102	\$ 26,454
October 31, 2018, NeuCourt, Inc. convertible note receivable including accrued interest of \$6,945 and \$5,584 at June 30, 2021 and December 31, 2020. The note bears interest at 5% per annum and matures October 31, 2022. Principal and accrued interest are due at maturity. Principal and unpaid interest may be converted into a blend of shares of a to-be-created series of Preferred Stock and Common Stock of NeuCourt (i) on closing of a future financing round of at least \$750,000, (ii) on the election of NeuCourt on the maturity of the Note, or (iii) on the election of Mentor following NeuCourt's election to prepay the Note. *	56,945	55,584
Total convertible notes receivable	84,047	82,038
Less current portion	(27,102)	(26,454)
Long term portion	\$ 56,945	\$ 55,584

* The Conversion Price for each Note is the lower of (i) 75% of the price paid in the Next Equity Financing, or the price obtained by dividing a \$3,000,000 valuation cap by the fully diluted number of shares. The number of Conversion Shares issued on conversion shall be the quotient obtained by dividing the outstanding principal and unpaid accrued interest on a Note to be converted on the date of conversion by the Conversion Price (the "Total Number of Shares"), The Total Number of Shares shall consist of Preferred Stock and Common Stock as follows: (i) That number of shares of Preferred Stock obtained by dividing (a) the principal amount of each Note and all accrued and unpaid interest thereunder by (b) the price per share paid by other purchasers of Preferred Stock in the Next Equity Financing (such number of shares, the "Number of Preferred Stock") and (ii) that number of shares of Common Stock equal to the Total Number of Shares minus the Number of Preferred Stock. Using the valuation cap of \$3,000,000, the November 22, 2017 Note would convert into 101,182 Conversion Shares and the October 31, 2018 Note would convert into 212,597 Conversion Shares at June 30, 2021. In the event of a Corporate Transaction prior to repayment or conversion of the Note, the Company shall receive back two times the outstanding principal on the Note, plus all accrued unpaid interest.

Note 8 – Finance leases receivable

Partner II entered into a Master Equipment Lease Agreement with Pueblo West, dated February 11, 2018, amended November 28, 2018 and March 12, 2019. Partner II acquired and delivered manufacturing equipment as selected by Pueblo West under sales-type finance leases. Partner II did not record any sales revenue for the six months ended June 30, 2021 and 2020. At June 30, 2021, all Partner II leased equipment under finance leases receivable is located in Colorado.

Performing net finance leases receivable consisted of the following:

	June 30, 2021	December 31, 2020
Gross minimum lease payments receivable	\$ 422,591	\$ 477,680
Accrued interest	1,873	2,141
Less: unearned interest	(85,655)	(103,870)
Finance leases receivable	338,809	375,951
Less current portion	(72,788)	(69,053)
Long term portion	\$ 266,021	\$ 306,898

Interest income recognized on Partner II finance leases for the three months ended June 30, 2021 and 2020 was \$10,330 and \$12,028 respectively. Interest income recognized on Partner II finance leases for the six months ended June 30, 2021 and 2020 was \$21,200 and \$24,242, respectively.

At June 30, 2021, minimum future payments receivable for performing finance leases receivable were as follows:

12 months ending June 30,	Lease Receivable	Lease Interest
2022	\$ 73,570	\$ 36,115
2023	85,423	24,752
2024	94,368	15,807
2025	72,964	5,742
2026	12,484	876
Thereafter	-	-
	\$ 338,809	\$ 83,292

Note 9 - Contractual interests in legal recoveries

Interest in Electrum Partners, LLC legal recovery

Electrum is the plaintiff in that certain legal action captioned *Electrum Partners, LLC, Plaintiff, and Aurora Cannabis Inc., Defendant*, pending in the Supreme Court of British Columbia (“Litigation”). On October 23, 2018, Mentor entered into a Joint Prosecution Agreement among Mentor, Mentor’s corporate legal counsel, Electrum, and Electrum’s legal counsel.

On October 30, 2018, Mentor entered into a Recovery Purchase Agreement (“Recovery Agreement”) with Electrum under which Mentor purchased a portion of Electrum’s potential recovery in the Litigation. Mentor agreed to pay \$100,000 of costs incurred in the Litigation, in consideration for ten percent (10%) of anything of value received by Electrum as a result of the Litigation (“Recovery”) in addition to repayment of its initial investment. As of June 30, 2021 and December 31, 2020, Mentor invested an additional \$81,529 of capital in Electrum for payment of legal retainers and fees in consideration for an additional eight percent (8%) of the Recovery. At June 30, 2021 and December 31, 2020, the Recovery Agreement investment is reported in the condensed consolidated balance sheets at cost of \$181,529 and \$181,529, respectively. This investment is subject to loss should Electrum not prevail in the Litigation. However, Company management estimates that recovery is more likely than not, and no impairment has been recorded at June 30, 2021 and December 31, 2020.

Note 9 - Contractual interests in legal recoveries (continued)

On October 31, 2018, Mentor also entered into a secured Capital Agreement with Electrum under which Mentor invested an additional \$100,000 of capital in Electrum. In consideration for Mentor's investment, Electrum shall pay to Mentor, on the payment date, the sum of (i) \$100,000, (ii) ten percent of the Recovery, and (iii) 0.083334% of the Recovery for each full month from October 31, 2018 to the payment date for each full month that \$833 is not paid to Mentor. The payment date under the October 31, 2018 Capital Agreement is the earlier of November 1, 2021, or the final resolution of the Litigation. Payment is secured by all assets of Electrum. This investment is included at cost of \$100,000 in Contractual interests in legal recoveries on the condensed consolidated balance sheets at June 30, 2021 and December 31, 2020.

On January 28, 2019, Mentor entered into a second secured Capital Agreement with Electrum. Under the second Capital Agreement, Mentor invested an additional \$100,000 of capital in Electrum. In consideration for Mentor's investment, Electrum shall pay to Mentor on the payment date the sum of (i) \$100,000, (ii) ten percent (10%) of the Recovery, and (iii) the greater of (A) 0.083334% of the Recovery for each full month from January 28, 2019 until the payment date if the Recovery occurs prior to the payment date, and (B) \$833.34 for each full month from January 28, 2019 until the payment date. The payment date is the earlier of November 1, 2021, and the final resolution of the Litigation. This investment is included at its \$100,000 cost as part of the Contractual interests in legal recoveries on the condensed consolidated balance sheets at June 30, 2021 and December 31, 2020. In addition, the second Capital Agreement provides that Mentor may, at any time up to and including 90 days following the payment date, elect to convert its 6,198 membership interests in Electrum into a cash payment of \$194,028 plus an additional 19.4% of the Recovery.

Recovery on this claim has been delayed due to COVID-19. The Company's interest in the Electrum Partners, LLC legal recovery, carried at cost, at June 30, 2021 and December 31, 2020 is summarized as follows:

	June 30, 2021	December 31, 2020
October 30, 2018 Recovery Purchase Agreement	\$ 181,529	\$ 181,529
October 31, 2018 secured Capital Agreement	100,000	100,000
January 28, 2019 secured Capital Agreement	100,000	100,000
Total Invested	<u>\$ 381,529</u>	<u>\$ 381,529</u>

Note 10 – Investments and fair value

The hierarchy of Level 1, Level 2 and Level 3 Assets are listed as following:

	Unadjusted Quoted Market Prices (Level 1)	Quoted Prices for Identical or Similar Assets in Active Markets (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value Measurement Using	
				Significant Unobservable Inputs (Level 3)	Significant Unobservable Inputs (Level 3)
	Investment in Securities		Contractual interest Legal Recovery	Investment in Common Stock Warrants	Other Equity Investments
Balance at December 31, 2019	\$ -	\$ -	\$ 346,195	\$ 5,669	\$ 204,028
Total gains or losses					
Included in earnings (or changes in net assets)	(10,292)	-	-	(4,669)	-
Purchases, issuances, sales, and settlements					
Purchases	83,536	-	50,717	-	-
Issuances	-	-	-	-	-
Sales	(38,418)	-	-	-	-
Settlements	-	-	(15,383)	-	-
Balance at December 31, 2020	\$ 34,826	\$ -	\$ 381,529	\$ 1,000	\$ 204,028
Total gains or losses					
Included in earnings (or changes in net assets)	(6,573)	-	-	-	-
Purchases, issuances, sales, and settlements					
Purchases	38,470	-	-	-	-
Issuances	-	-	-	-	-
Sales	(42,913)	-	-	-	-
Settlements	-	-	-	-	-
Balance at June 30, 2021	\$ 23,810	\$ -	\$ 381,529	\$ 1,000	\$ 204,028

Note 10 – Investments and fair value (continued)

The amortized costs, gross unrealized holding gains and losses, and fair values of the Company's investment securities classified as equity securities, at fair value, at June 30, 2021 consists of the following:

Type	Amortized Costs	Gross Unrealized Gains	Gross Unrealized Losses	Fair Values
NASDAQ listed company stock	\$ 38,470	\$ (14,660)	\$ -	\$ 23,810
	<u>\$ 38,470</u>	<u>\$ (14,660)</u>	<u>\$ -</u>	<u>\$ 23,810</u>

The portion of unrealized gains and losses for the period related to equity securities still held at the reporting date is calculated as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Net gains and losses recognized during the period on equity securities	\$ 4,849	\$ 4,288	\$ (14,660)	\$ (750)
Less: Net gains (losses) recognized during the period on equity securities sold during the period	-	-	-	-
Unrealized gains and losses recognized during the reporting period on equity securities still held at the reporting date	<u>\$ 4,849</u>	<u>\$ 4,288</u>	<u>\$ (14,660)</u>	<u>\$ (750)</u>

Note 11 - Common stock warrants

On August 21, 1998, the Company filed for voluntary reorganization with the United States Bankruptcy Court for the Northern District of California, and on January 11, 2000, the Company's Plan of Reorganization was approved. Among other things, the Company's Plan of Reorganization allowed creditors and claimants to receive new Series A, B, C, and D warrants in settlement of their prior claims. The warrants expire on May 11, 2038.

All Series A, B, C, and D warrants have been called, and all Series A and C warrants have been exercised. The Company intends to allow warrant holders or Company designees, in place of original holders, additional time as needed to exercise the remaining series B and D warrants. The Company may lower the exercise price of all or part of a warrant series at any time. Similarly, the Company could reverse split the stock to raise the stock price above the warrant exercise price. The warrants are specifically not affected and do not split with the shares in the event of a reverse split. If the called warrants are not exercised, the Company has the right to designate the warrants to a new holder in return for a \$0.10 per share redemption fee payable to the original warrant holders. All such changes in the exercise price of warrants were provided for by the court in the Plan of Reorganization to provide a mechanism for all debtors to receive value even if they could not or did not exercise their warrant. Therefore, Management believes that the act of lowering the exercise price is not a change from the original warrant grants and the Company did not record an accounting impact as the result of such change in exercise prices.

All Series A and Series C warrants were exercised by December 31, 2014. Exercise prices in effect at January 1, 2015 through June 30, 2021 for Series B warrants were \$0.11 and Series D warrants were \$1.60.

Note 11 - Common stock warrants (continued)

In 2009, the Company entered into an Investment Banking agreement with Network 1 Financial Securities, Inc. and a related Strategic Advisory Agreement with Lenox Hill Partners, LLC with regard to a potential merger with a cancer development company. In conjunction with those related agreements, the Company issued 689,159 Series H (\$7) Warrants, with a 30-year life. The warrants are subject to cashless exercise based upon the ten-day trailing closing bid price preceding the exercise as interpreted by the Company.

As of June 30, 2021 and December 31, 2020, the weighted average contractual life for all Mentor warrants was 17.0 years and 17.5 years, respectively, and the weighted average outstanding warrant exercise price was \$2.11 and \$2.11 per share, respectively.

During the six months ended June 30, 2021 and 2020, there were no warrants exercised and there were no warrants issued. The intrinsic value of outstanding warrants at June 30, 2021 and December 31, 2020 was \$5,247 and \$0, respectively.

The following table summarizes Series B and Series D common stock warrants as of each period:

	<u>Series B</u>	<u>Series D</u>	<u>B and D Total</u>
Outstanding at December 31, 2019	87,456	6,252,954	6,340,410
Issued	-	-	-
Exercised	-	-	-
Outstanding at December 31, 2020	87,456	6,252,954	6,340,410
Issued	-	-	-
Exercised	-	-	-
Outstanding at June 30, 2021	<u>87,456</u>	<u>6,252,954</u>	<u>6,340,410</u>

Series E, F, G, and H warrants were issued for investment banking and advisory services during 2009. Series E, F, and G warrants were exercised in 2014. The following table summarizes Series H (\$7) warrants as of each period:

	<u>Series H \$7.00 exercise price</u>
Outstanding at December 31, 2019	689,159
Issued	-
Exercised	-
Outstanding at December 31, 2020	689,159
Issued	-
Exercised	-
Outstanding at June 30, 2021	<u>689,159</u>

On February 9, 2015, in accordance with Section 1145 of the United States Bankruptcy Code and the Company's Plan of Reorganization, the Company announced a minimum 30-day partial redemption of up to 1% (approximately 90,000) of the already outstanding Series D warrants to provide for the court specified redemption mechanism for warrants not exercised timely by the original holder or their estates. Company designees that applied during the 30 days paid 10 cents per warrant to redeem the warrant and then exercised the Series D warrant to purchase a share at the court specified formula of not more than one-half of the closing bid price on the day preceding the 30-day exercise period. In the Company's October 7, 2016 press release, Mentor stated that the 1% redemptions which were formerly priced on a calendar month schedule would subsequently be initiated and be priced on a random date to be scheduled after the prior 1% redemption is completed to prevent potential third-party manipulation of share prices at month-end. The periodic partial redemptions will continue to be periodically recalculated and repeated until such unexercised warrants are exhausted, or the partial redemption is otherwise paused, suspended or truncated by the Company. For the six months ended June 30, 2021 and 2020, no warrants were redeemed.

Note 12 - Warrant redemption liability

The Plan of Reorganization provides the right for the Company to call, and the Company or its designee to redeem warrants that are not exercised timely, as specified in the Plan, by transferring a \$0.10 redemption fee to the former holders. Certain individuals desiring to become a Company designee to redeem warrants have deposited redemption fees with the Company that, when warrants are redeemed, will be forwarded to the former warrant holders through DTCC or at their last known address 30 days after the last warrant of a class is exercised, or earlier at the discretion of the Company. The Company has arranged for a service to process the redemption fees in offset to an equal amount of liability.

In prior years the Series A, Series B, and Series C redemption fees have been distributed through DTCC into holder's brokerage accounts or directly to the holders. All Series A and Series C warrants have been exercised and are no longer outstanding. There are 87,456 Series B warrants outstanding which are held by Chet Billingsley, the Company's Chief Executive Officer ("CEO").

Once the Series D warrants have been fully redeemed and exercised, the fees for the Series D warrant series will likewise be distributed. Mr. Billingsley has agreed to assume liability for paying these redemption fees and therefore warrant redemption fees received are retained by the Company for operating costs. Should Mr. Billingsley be incapacitated or otherwise become unable to pay the warrant redemption fees, the Company will remit the warrant redemption fees to former holders from amounts due to Mr. Billingsley from the Company, which are sufficient to cover the redemption fees at June 30, 2021 and December 31, 2020.

Note 13 - Stockholders' equity

Common Stock

The Company was incorporated in California in 1994 and was redomiciled as a Delaware corporation, effective September 24, 2015. There are 75,000,000 authorized shares of Common Stock at \$0.0001 par value. The holders of Common Stock are entitled to one vote per share on all matters submitted to a vote of the stockholders.

On August 8, 2014, the Company announced that it was initiating the repurchase of 300,000 shares of its Common Stock (approximately 2% of the Company's common shares outstanding at that time). As of June 30, 2021 and December 31, 2020, 44,748 and 44,748 shares have been repurchased and retired, respectively.

Preferred Stock

Mentor has 5,000,000, \$0.0001 par value, preferred shares authorized.

On July 13, 2017, the Company filed a Certificate of Designation of Rights, Preferences, Privileges and Restrictions of Series Q Preferred Stock ("Certificate of Designation") with the Delaware Secretary of State to designate 200,000 preferred shares as Series Q Preferred Stock, such series having a par value of \$0.0001 per share. Series Q Preferred Stock is convertible into Common Stock, at the option of the holder, at any time after the date of issuance of such share and prior to notice of redemption of such share of Series Q Preferred Stock by the Company, into such number of fully paid and nonassessable shares of Common Stock as determined by dividing the Series Q Conversion Value by the Conversion Price at the time in effect for such share.

The per share "Series Q Conversion Value," as defined in the Certificate of Designation, shall be calculated by the Company at least once each calendar quarter as follows: The per share Series Q Conversion Value shall be equal to the quotient of the "Core Q Holdings Asset Value" divided by the number of issued and outstanding shares of Series Q Preferred Stock. The "Core Q Holdings Asset Value" shall equal the value, as calculated and published by the Company, of all assets that constitute Core Q Holdings which shall include such considerations as the Company designates and need not accord with any established or commonly employed valuation method or considerations. "Core Q Holdings" consists of all proceeds received by the Company on the sale of shares of Series Q Preferred Stock and all securities, acquisitions, and business acquired from such proceeds by the Company. The Company shall periodically, but at least once each calendar quarter, identify, update, account for and value, the assets that comprise the Core Q Holdings.

Note 13 - Stockholders' equity (continued)Preferred Stock (continued)

The "Conversion Price" of the Series Q Preferred Stock shall be at the product of 105% and the closing price of the Company's Common Stock on a date designated and published by the Company. The Series Q Preferred Stock is intended to allow for a pure play investment in cannabis companies that have the potential to go public. The Series Q Preferred Stock will be available only to accredited, institutional or qualified investors.

The Company sold and issued 11 shares of Series Q Preferred Stock on May 30, 2018, at a price of \$10,000 per share, for an aggregate purchase price of \$110,000 ("Series Q Purchase Price"). The Company invested the Series Q Purchase Price as capital in Partner II to purchase equipment to be leased to Pueblo West. Therefore, the Core Q Holdings at June 30, 2021 and December 31, 2020 include this interest. The Core Q Holdings Asset Value at June 30, 2021 and December 31, 2020 was \$17,114 and \$16,207 per share, respectively. There is no contingent liability for the Series Q Preferred Stock conversion at June 30, 2021 and December 31, 2020. At June 30, 2021 and December 31, 2020, the Series Q Preferred Stock could have been converted at the Conversion Price of \$0.140 and \$0.085, respectively, into an aggregate of 1,344,642 and 2,097,358 shares of the Company's Common Stock, respectively. Because there were net losses for the three and six month periods ended June 30, 2021 and 2020, these shares were anti-dilutive and therefore are not included in the weighted average share calculation for these periods.

Note 14 - Term Loan

Term debt as of June 30, 2021 and December 31, 2020 consists of the following:

	June 30, 2021	December 31, 2020
Bank of America auto loan, interest at 2.37% per annum, monthly principal and interest payments of \$1,448, maturing December 2025, collateralized by vehicle.	\$ 74,103	\$ 81,812
Less: Current maturities	(15,099)	(15,566)
	<u>\$ 59,004</u>	<u>\$ 66,246</u>

Note 15 – Paycheck Protection Program Loans and Economic Injury Disaster LoansPaycheck Protection Program loans

In 2020, the Company and WCI each received loans in the amount of \$76,500 and \$383,342, respectively, from the Bank of Southern California and the Republic Bank of Arizona (collectively, the "PPP Loans"). The PPP Loans were forgiven in November 2020, except for \$10,000 of WCI's loan that was not eligible for forgiveness due to receipt of a \$10,000 Economic Injury Disaster Loan Advance ("EIDL Advance"). However, on December 27, 2020, Section 1110(e)(6) of the CARES Act was repealed by Section 333 of the Economic Aid Act. As a result, the SBA automatically remitted a reconciliation payment to WCI's PPP lender, the Republic Bank of Arizona, for the previously deducted EIDL Advance amount, plus interest through the remittance date. On March 16, 2021, The Republic Bank of Arizona notified WCI of receipt of the reconciliation payment and full forgiveness of the EIDL Advance. The \$10,000 forgiveness is reflected as other income for the six months ended June 30, 2021, in the condensed consolidated income statements.

On February 17, 2021, Mentor received a second PPP Loan in the amount of \$76,593 ("Second PPP Loan") pursuant to Division N, Title III, of the Consolidated Appropriations Act, 2021 (the "Economic Aid Act") as further set forth at Section 311 *et. seq.* of the Economic Aid Act.

The Second PPP Loan is forgivable so long as the borrower uses the loan proceeds for eligible purposes, including payroll, benefits, rent, utilities, and other covered operations expenditures, and maintains its payroll levels. The amount of loan forgiveness will be reduced if the borrower terminates employees or reduces salaries during the forgiveness period.

Note 15 – Paycheck Protection Program loans and Economic injury disaster loan (continued)

The Company records PPP Loans as a liability in accordance with FASB ASC 470, “Debt” and records accrued interest through the effective date of forgiveness on the PPP Loans. Total gain on extinguishment of the PPP Loans and accrued interest is reported in other income and expense in the consolidated income statement.

PPP loan balances consist of the following:

	June 30, 2021	December 31, 2020
May 5, 2020, PPP loan from Republic Bank of Arizona to Waste Consolidators, Inc., revised December 1, 2020. The note bears interest at 1% per annum, with a revised maturation date of May 15, 2020, with monthly principal and interest payments of \$560 beginning December 15, 2020. On March 16, 2021, WCI was notified of full forgiveness of the note.	\$ -	\$ 9,449
February 17, 2021, Second PPP loan from the Bank of Southern California, with accrued interest of \$279 at June 30, 2021. The loan bears interest at 1% per annum and matures January 16, 2026. Mentor may apply for forgiveness for amounts disbursed for covered costs. Payment on any unforgiven amount begins within ten months after last day of the loan forgiveness covered period (i) beginning on the date that is 8 weeks after the date of disbursement and (ii) ending on the date that is 24 weeks after the date of disbursement.	76,872	-
Total	76,872	9,449
Less: Current maturities	-	(6,658)
Long-term portion of paycheck protection plan loans	\$ 76,872	\$ 2,791

Interest expense on PPP Loans for the three months ended June 30, 2021 and 2020 was \$191 and \$705, respectively. Interest expense on PPP Loans for the six months ended June 30, 2021 and 2020 was \$270 and \$705, respectively

Economic injury disaster loan

On July 9, 2020, WCI received an additional Economic Injury Disaster Loan in the amount of \$150,000 through the SBA. The loan is secured by all tangible and intangible personal property of WCI, bears interest at 3.75% per annum, requires monthly installment payments of \$731 beginning July 2020, and matures July 2050. The loan is collateralized by all tangible and intangible assets of WCI.

EIDL loan balances at June 30, 2021 consist of the following:

	June 30, 2021	December 31, 2020
July 9, 2020, WCI received an additional Economic Injury Disaster Loan, including accrued interest of \$5,513 and \$2,502 as of June 30, 2021 and December 31, 2020, respectively. The note is secured by all tangible and intangible personal property of WCI, bears interest at 3.75% per annum, requires monthly installment payments of \$731 beginning July 2021, and matures July 2050.	\$ 155,413	\$ 152,602
Less: Current maturities*	-	-
Long-term portion of economic injury disaster loan	\$ 155,413	\$ 152,602

*All payments through March of 2023 will offset accrued interest incurred in the deferral period and therefore the current maturity of principal is \$0 at June 30, 2021 and December 31, 2020.

Interest expense on the EIDL Loan for the three months ended June 30, 2021 and 2020 was \$1,420 and \$0, respectively.

Interest expense on the EIDL Loan for the six months ended June 30, 2021 and 2020 was \$2,811 and \$0, respectively.

Note 16 - Accrued salary, accrued retirement, and incentive fee - related party

The Company had an outstanding liability to its CEO as follows:

	June 30, 2021	December 31, 2020
Accrued salaries and benefits	\$ 864,796	\$ 848,796
Accrued retirement and other benefits	513,470	550,191
Offset by shareholder advance	(261,653)	(261,653)
	<u>\$ 1,116,613</u>	<u>\$ 1,137,334</u>

As approved by resolution of the Board of Directors in 1998, the CEO will be paid an incentive fee and a bonus which are payable in installments at the CEO's option. The incentive fee is 1% of the increase in market capitalization based on the bid price of the Company's stock beyond the book value at confirmation of the bankruptcy, which was approximately \$260,000. The bonus is 0.5% of the increase in market capitalization for each \$1 increase in stock price up to a maximum of \$8 per share (4%) based on the bid price of the stock beyond the book value at confirmation of the bankruptcy. For the three and six months ended June 30, 2021 and 2020, the incentive fee expense was \$0 and \$0, respectively.

Note 17 – Related party transactions

On December 15, 2020, WCI received a \$20,000 short term loan from an officer of WCI, which is reflected as a related party payable at June 30, 2021 and December 31, 2020.

On March 12, 2021, Mentor received a \$100,000 loan from its CEO, which bears interest at 7.8% per annum compounded quarterly and is due upon demand. On June 17, 2021, Mentor received an additional \$100,000 loan from its CEO with the same terms as the previous loan. The loan from the related party and accrued interest of \$2,436 is reflected as a long-term liability at June 30, 2021. For the three months ended June 30, 2021 and 2020, the interest expense on the long-term loan from the related party was \$2,240 and \$0 respectively. For the six months ended June 30, 2021 and 2020, the interest expense on the long-term loan from the related party was \$2,436 and \$0 respectively.

Note 18 – Commitments and contingencies

G FarmaLabs Limited, a Nevada corporation ("G Farma") has not made scheduled payments on the finance lease receivable or the notes receivable summarized below since February 19, 2019. All amounts due from G Farma are fully impaired at June 30, 2021 and December 31, 2020. A complete description of the agreements can be found in the Company's Annual Report for the period ended December 31, 2020 on Form 10-K as filed with the SEC on April 15, 2021.

On March 17, 2017, the Company entered into a Notes Purchase Agreement with G Farma, with operations in Washington that had planned operations in California under two temporary licenses pending completion of its Desert Hot Springs, California, location. Under the Agreement, the Company purchased two secured promissory notes from G Farma in an aggregate principal face amount of \$500,000. Subsequent to the initial investment, the Company executed eight addenda. Addendum II through Addendum VIII increased the aggregate principal face amount of the two notes to \$1,100,000 and increased the combined monthly payments of the notes to \$10,239 per month beginning March 15, 2019 with a balloon payment on the notes of approximately \$894,172 due at maturity.

On September 6, 2018, the Company entered into an Equity Purchase and Issuance Agreement with G FarmaLabs Limited, G FarmaLabs DHS, LLC, GFBrands, Inc., Finka Distribution, Inc., and G FarmaLabs, WA, LLC under which Mentor was supposed to receive equity interests in the G Farma Equity Entities and their affiliates (together, the "G Farma Equity Entities") equal to 3.75% of the G Farma Equity Entities' interests. On March 4, 2019, Addendum VIII increased the G Farma Equity Entities' equity interest to which Mentor is immediately entitled to 3.843%, and added Goya Ventures, LLC as a G Farma Equity Entity. We are now in litigation with these entities; the equity investment was fully impaired at June 30, 2021 and December 31, 2020.

Partner I acquired and delivered manufacturing equipment as selected by the G Farma Entities under sales-type finance leases. The finance leases resulting from this investment have been fully impaired at June 30, 2021 and December 31, 2020.

Note 18 – Commitments and contingencies (continued)

On May 28, 2019, the Company and Mentor Partner I, LLC filed suit against the G Farma Entities and three guarantors to the G Farma agreements, summarized above, in the California Superior Court in and for the County of Marin. The Company is primarily seeking monetary damages for breach of the G Farma agreements, including promissory notes, leases, and other agreements, to recover collateral under a security agreement and to collect from guarantors on the agreements. The Company previously sought, and on January 22, 2020, the Court granted the Company's request for a writ of possession to recover leased equipment within G Farma's possession. On November 4, 2020, the Court granted Mentor Capital, Inc.'s and Mentor Partner I's motion for summary adjudication as to all four causes of action, including both causes of action against G FarmaLabs Limited for liability for breach of the two promissory notes and one cause of action against each of Mr. Gonzalez and Ms. Gonzalez related to their duties as guarantors of G FarmaLabs Limited's obligations under the promissory notes.

On November 13, 2019, G Farma filed a Cross-Complaint for declaratory relief and breach of contract relating to the consulting agreement between Mentor and G Farma. The Company filed an answer on December 6, 2019, denying each and every allegation of the Cross-Complaint and intends to vigorously defend itself in this matter. Mentor is currently in the process of preparing for trial on the remaining causes of action against the G Farma Entities and their guarantors. Trial is currently scheduled to commence on September 20, 2021.

The Company also plans to vigorously pursue its remaining claims against the G Farma Entities; however, collection is uncertain at this time. Due to uncertainty of collection, the Company has fully reserved against the finance leases receivable (more fully described in the Company's Annual Report for the period ended December 31, 2020 on Form 10-K, Footnote 8, as filed with the SEC April 15, 2021) and has fully impaired all other notes receivables and investments in G Farma (described in the Company's Annual Report for the period ended December 31, 2020 on Form 10-K, Footnotes 7, 9 and 10).

On January 31, 2020, as authorized by court order, all remaining equipment leased to G Farma by Mentor Partner I was repossessed by the Company and moved to storage under the Company's control. In the quarter ended June 30, 2020, the Company sold a portion of the recovered equipment, with an original cost of \$495,967, for net proceeds of \$222,031. In the quarter ended June 30, 2020, the Company sold all remaining recovered equipment, with an original cost of \$126,703, for net proceeds of \$27,450, after deducting shipping and delivery costs. All proceeds from the sale of repossessed equipment have been applied to the G Farma lease receivable balance that is fully reserved at June 30, 2021 and December 30, 2020.

The Company will continue to legally pursue award and collection of damages in the amount of \$1,166,570.62 related to the G Farma promissory notes from the G Farma Entities and three guarantors. The Company and Partner I will continue to pursue the remaining causes of action in the litigation and award and collection of the \$1,290,174 lease payments remaining from the G Farma Lease Entities and the G Farma guarantors after applying proceeds from the sale of Partner I's recovered equipment assets.

Note 19 – Segment Information

The Company is an operating, acquisition, and investment business. Subsidiaries in which the Company has a controlling financial interest are consolidated. The Company generally has two reportable segments; 1) the cannabis and medical marijuana segment, which includes the cost basis of membership interests of Electrum, the contractual interest in the Electrum legal recovery, and the operation of subsidiaries in the cannabis and medical marijuana sector; and 2) the Company's long standing investment in WCI which works with business park owners, governmental centers, and apartment complexes to reduce their facility-related operating costs. The Company also had small investments in securities listed on the NYSE and NASDAQ, an investment in note receivable from a non-affiliated party, the fair value of convertible notes receivable and accrued interest from NeuCourt, and the investment in NeuCourt that is included in the Corporate, Other, and Eliminations section below. The NeuCourt investments were previously reported as an investment that would be useful in the cannabis space; however, NeuCourt has determined that its legal services would likely be more useful to users outside of the cannabis space. Prior period segment information presented below contains reclassification of NeuCourt investments from the cannabis and medical marijuana segment to the Corporate, other, and eliminations segment.

	Cannabis and Medical Marijuana Segment	Facility Operations Related	Corporate and Eliminations	Consolidated
<u>Three months ended June 30, 2021</u>				
Net revenue	\$ 10,330	\$ 1,362,308	\$ -	\$ 1,372,638
Operating income (loss)	8324	(181,557)	(134,057)	(307,290)
Interest income	-	-	16,245	16,245
Interest expense	-	9,831	5,733	15,114
Property additions	-	7,416	1,264	8,680
Depreciation and amortization	-	8,393	1,461	9,854
<u>Three months ended June 30, 2020</u>				
Net revenue	\$ 12,028	\$ 1,146,839	\$ -	\$ 1,158,867
Operating income (loss)	(12,235)	21,436	(214,076)	(204,875)
Interest income	681	-	20,452	21,133
Interest expense	-	6,706	140	6,846
Property additions	-	13,412	5,012	18,424
Depreciation and amortization	-	3,658	1,439	5,097
<u>Six months ended June 30, 2021</u>				
Net revenue	\$ 21,200	\$ 2,672,147	\$ -	\$ 2,693,262
Operating income (loss)	14,450	(185,503)	(300,982)	(472,035)
Interest income	-	-	32,735	32,735
Interest expense	-	17,879	9,306	27,185
Property additions	-	10,235	1,264	16,539
Depreciation and amortization	-	16,353	2,921	19,274
Total assets	394,926	1,944,190	2,188,586	4,527,702
<u>Six months ended June 30, 2020</u>				
Net revenue	\$ 24,567	\$ 2,283,763	\$ -	\$ 2,308,330
Operating income (loss)	(21,140)	57,886	(478,345)	(441,599)
Interest income	1,924	-	38,613	40,537
Interest expense	-	14,044	140	14,184
Property additions	-	16,741	5,012	21,753
Depreciation and amortization	-	6,298	2,641	8,939
Total assets	2,337,447	1,978,746	614,409	4,935,601

The following table reconciles operating segments and corporate-unallocated operating income (loss) to consolidated income before income taxes, as presented in the unaudited condensed consolidated income statements:

	Three Months Ended June 30,		Six Months Ended June 30	
	2021	2020	2021	2020
Operating loss	\$ (307,290)	\$ (204,875)	\$ (472,035)	\$ (441,599)
Gain (loss) on investments	(11,423)	4,288	(6,574)	(5,919)
Interest income	16,245	21,133	32,735	40,537
Interest expense	(15,114)	(6,846)	(27,185)	(14,184)
Gain on equipment disposals	2,074	-	1,432	-
EIDL Advance	-	10,000	10,000	10,000
Other income	2,450	4,272	1,398	16,358
Income before income taxes	\$ (313,058)	\$ (172,028)	\$ (460,229)	\$ (394,807)

Note 20 – Subsequent events

None.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion will assist in the understanding of our financial position at June 30, 2021 and the results of operations for the six months ended June 30, 2021 and 2020. The information below should be read in conjunction with the information contained in the unaudited Condensed Consolidated Financial Statements and related notes to the financial statements included within this Quarterly Report on Form 10-Q for the six months ended June 30, 2021 and 2020 and our Annual Report on Form 10-K for the year ended December 31, 2020.

Corporate Background

The Company's common stock trades publicly under the trading symbol OTCQB: MNTR.

In 2009 the Company began focusing its investing activities in leading-edge cancer companies. In response to government limitations on reimbursement for highly technical and expensive cancer treatments and a resulting business decline in the cancer immunotherapy sector, the Company decided to exit that space. In the summer of 2013, the Company was asked to consider investing in a cancer-related project with a medical marijuana focus. On August 29, 2013, the Company decided to fully divest its cancer assets and focus its next round of investments in the medical marijuana and cannabis sector. In late 2019, the Company expanded its target industry focus to potentially include energy, mining and minerals, technology, consumer products, management services, and manufacturing sectors with the goal of ensuring increased market opportunities and investment diversification. In April 2021, the Company announced that it is adding a cryptocurrency focus for Mentor.

In September 2020, the Company moved its corporate office to Plano, Texas.

Acquisitions and investments

Waste Consolidators, Inc. (WCI)

WCI is a long standing investment of which the Company owns a 51% interest and is included in the condensed consolidated financial statements for the six months ended June 30, 2021 and 2020. In the third quarter of 2020, WCI began offering services in Houston, Texas. This has led to an increase in selling, general and administrative salaries as WCI positions itself to operate in this new location.

Electrum Partners, LLC (Electrum)

Electrum is a Nevada based consulting, investment, and management company. The Company's has an equity interest in Electrum is reported in the condensed consolidated balance sheets as an investment at cost of \$194,028 and \$194,028 at June 30, 2021 and December 31, 2020, respectively. At June 30, 2021 and December 31, 2020, the Company had approximately 6.69% and 6.69% interest of Electrum's outstanding equity, respectively.

On October 30, 2018, the Company entered into a Recovery Purchase Agreement with Electrum to purchase a portion of Electrum's potential recovery in its legal action captioned *Electrum Partners, LLC, Plaintiff, and Aurora Cannabis Inc., Defendant*, pending in the Supreme Court of British Columbia ("Litigation"). As of June 30, 2021 and December 31, 2020, Mentor has provided \$181,529 and \$181,529, respectively, in capital for payment of Litigation costs. In exchange, after repayment to Mentor of all funds invested for payment of Litigation costs, Mentor will receive 18% of anything of value received by Electrum as a result of the Litigation ("Recovery"). On October 31, 2018, Mentor entered into a secured Capital Agreement with Electrum and invested an additional \$100,000 in Electrum. Under the Capital Agreement, on the payment date, Electrum will pay Mentor the sum of (i) \$100,000, (ii) ten percent (10%) of the Recovery, and (iii) 0.083334% of the Recovery for each full month from October 31, 2018, to the payment date for each full month that \$833 is not paid to Mentor. The payment date for the Capital Agreement is the earlier of November 1, 2021, or the final resolution of the Litigation. On January 28, 2019, the Company entered into a second secured Capital Agreement with Electrum and invested an additional \$100,000 in Electrum with payment terms similar to the October 31, 2018 Capital Agreement. As part of the January 28, 2019 Capital Agreement, Mentor was granted an option to convert its 6,198 membership interests in Electrum into a cash payment of \$194,027.78 plus an additional 19.4% of the Recovery. See Note 9 to the condensed consolidated financial statements.

Mentor IP, LLC (MCIP)

On April 18, 2016, the Company formed Mentor IP, LLC ("MCIP"), a South Dakota limited liability company and wholly owned subsidiary of Mentor. MCIP was formed to hold interests related to patent rights obtained on April 4, 2016, when Mentor Capital, Inc. entered into that certain "Larson - Mentor Capital, Inc. Patent and License Fee Facility with Agreement Provisions for an — 80% / 20% Domestic Economic Interest — 50% / 50% Foreign Economic Interest" with R. L. Larson and Larson Capital, LLC ("MCIP Agreement"). Pursuant to the MCIP Agreement, MCIP obtained rights to an international patent application for foreign THC and CBD cannabis vape pens under the provisions of the Patent Cooperation Treaty of 1970, as amended. R. L. Larson continues its efforts to obtain exclusive licensing rights in the United States for THC and CBD cannabis vape pens for various THC and CBD percentage ranges and concentrations. Activity is currently limited to the annual payment of patent maintenance fees in Canada. On January 21, 2020, the United States Patent and Trademark Office granted a Notice of Allowance for the United States patent application, and on May 5, 2020, the United States patent was issued. On June 29, 2020, the Canadian Intellectual Property Office granted a Notice of Allowance for the Canada patent, and on September 22, 2020, the Canadian patent was issued. Patent application national phase maintenance fees were expensed when paid, and therefore, no capitalized assets related to MCIP are reported on the condensed consolidated financial statements at June 30, 2021 and December 31, 2020.

NeuCourt, Inc.

NeuCourt, Inc. is a Delaware corporation that is developing a technology that is expected to be useful to the dispute resolution industry.

On November 22, 2017, the Company invested \$25,000 in NeuCourt, Inc. ("NeuCourt") as a convertible note receivable. The note bears interest at 5% per annum, originally matured November 22, 2019, and was amended to extend the maturity date to November 22, 2021. No payments are required prior to maturity. However, at the time the November 22, 2017 note was extended, interest accrued through November 4, 2019, was remitted to Mentor. As consideration for the extension of the maturity date for the \$25,000 note, a warrant to purchase up to 25,000 shares of NeuCourt common stock at \$0.02 per share was issued to Mentor.

On October 31, 2018, the Company invested an additional \$50,000 as a convertible note receivable in NeuCourt, which bears interest at 5%, originally matured October 31, 2020 and was amended to extend the maturity date to October 31, 2022. As consideration for the extension of the maturity date for the \$50,000 note plus accrued interest of \$5,132, a warrant to purchase up to 52,500 shares of NeuCourt common stock at \$0.02 per share was issued to Mentor. Principal and unpaid interest on the Notes may be converted into a blend of shares of a to-be-created series of Preferred Stock and Common Stock of NeuCourt (i) on the closing of a future financing round of at least \$750,000, (ii) on the election of NeuCourt on the maturity of the Note, or (iii) on the election of Mentor following NeuCourt's election to prepay the Note.

On December 21, 2018, the Company purchased 500,000 shares of NeuCourt Common Stock for \$10,000. This represents approximately 6.1% of the issued and outstanding NeuCourt shares at June 30, 2021.

Mentor Partner I, LLC

On September 19, 2017, the Company formed Mentor Partner I, LLC (“Partner I”), a California limited liability company as a wholly owned subsidiary of Mentor. Partner I has subsequently been reorganized under the laws of the State of Texas. In 2018 and 2019, Mentor contributed \$1,010,326 of capital to Partner I to facilitate the purchase of manufacturing equipment to be leased from Partner I by G FarmaLabs Limited (“G Farma”) under a Master Equipment Lease Agreement dated January 16, 2018, as amended. Amendments expanded the Lessee under the agreement to include G FarmaLabs Limited and G FarmaLabs DHS, LLC (collectively referred to as “G Farma Lease Entities”). The finance leases resulting from this investment have been fully impaired at June 30, 2021 and December 31, 2020. Management considers collection on the leases to be unlikely, see Note 18 to the condensed consolidated financial statements.

Mentor Partner II, LLC

On February 1, 2018, the Company formed Mentor Partner II, LLC (“Partner II”), a California limited liability company, as a wholly owned subsidiary of Mentor. Partner II has subsequently reorganized under the laws of the State of Texas. On February 8, 2018, Mentor contributed \$400,000 to Partner II to facilitate the purchase of manufacturing equipment to be leased from Partner II by Pueblo West under a Master Equipment Lease Agreement dated February 11, 2018, as amended see Note 8 to the condensed consolidated financial statements. On March 12, 2019, Mentor agreed to use Partner II’s earnings of \$61,368 to facilitate the purchase of additional manufacturing equipment to Pueblo West under a Second Amendment to the lease, see Note 8 to the condensed consolidated financial statements. Payment on the leases are current.

Overview

The Company expanded its target industry focus, beginning in the third quarter of 2019, from our investment in WCI and investments in the medical marijuana and social use cannabis sector to include energy, mining and minerals, technology, consumer products, management services, and manufacturing sectors with the goal of ensuring increased market opportunities and investment diversification. In April 2021, the Company announced that it is adding a cryptocurrency focus. Our general business operations are intended to provide management consultation and headquarters functions, especially with regard to accounting and audits, for our larger investment targets and our majority-owned subsidiaries. We monitor our smaller and less than majority positions for value and investment security. Management also spends considerable effort reviewing possible acquisition candidates on an ongoing basis.

Mentor seeks to take significant positions in the companies it invests in to provide public market liquidity for founders, protection for investors, funding for the companies, and to incubate private companies that Mentor believes to have significant potential. When Mentor takes a significant position in its investees, it provides financial management when needed but leaves operating control in the hands of the company founders. Retaining control, receiving greater liquidity, and working with an experienced organization to efficiently develop disclosures and compliance are three potential key advantages to founders working with Mentor Capital, Inc.

Because adult social use and medical marijuana opportunities often overlap, Mentor Capital has participated in the ancillary side of the legal recreational marijuana market. However, Mentor’s preferred focus was medical, and the Company sought to facilitate the application of cannabis to cancer wasting, Parkinson’s disease, calming seizures, reducing ocular pressures from glaucoma, and blunting chronic pain.

Business Segments

We generally manage our operations through two operating segments, cannabis and medical marijuana segment and our long-standing investment in WCI. WCI works with business park owners, governmental centers, and apartment complexes in Arizona and Texas to reduce their facilities’ operating costs. In late 2019, Mentor expanded its target industry focus to potentially include energy, mining and minerals, technology, consumer products, management services, and manufacturing sectors with the goal of ensuring increased market opportunities and investment diversification. In April 2021, the Company announced that it is adding a cryptocurrency focus.

Liquidity and Capital Resources

The Company’s future success is dependent upon its ability to make a return on its investments, to generate positive cash flow, and to obtain sufficient capital from non-portfolio-related sources. Management believes they have approximately twelve months of operating resources on hand and can raise additional funds as may be needed to support their business plan and develop an operating, cash flow positive company.

Results of Operations

Three Months Ended June 30, 2021, compared to Three Months Ended June 30, 2020

Revenues

Revenue for the three months ended June 30, 2021 was \$1,372,638 compared to \$1,158,867 for the three months ended June 30, 2020 (“the prior year period”), an increase of \$213,771 or 18.4%. This increase is due to a \$215,470 increase in WCI service fees, partially offset by a (\$1,698) decrease in finance lease revenue in the current period as compared to the prior year period.

Gross profit

Gross profit for the three months ended June 30, 2021 was \$378,636 compared to \$368,197 for the prior year period. Cost of goods sold relate to WCI and Partner II. WCI experienced gross profit of \$368,306 or 31.8% of revenue for the three months ended June 30, 2021, compared to \$356,169 or 31.1% for the prior year period, an increase of \$12,138 with an increase of 4.1% in gross profit as a percentage of revenue. Partner II had gross profit of \$10,330 for the three months ended June 30, 2021 as compared to \$12,028 in the prior year period. Partner I did not have revenue for the three months ended June 30, 2021 and 2020.

The increase in WCI gross profit percentage was due to an increase in salaries and related costs of 2.26%, an increase of 1.7% in disposal costs and an increase of 1.1% in Right of Use Asset amortization as a percent of WCI revenue over the prior year period. These increases were partially offset by a reduction of (1.7%) in contract labor, as a percent of WCI revenue over the prior year period.

Selling, general and administrative expenses

Our selling, general and administrative expenses for the three months ended June 30, 2021 was \$685,926 compared to \$573,072 for the prior year period, an increase of \$112,855. We experienced a decrease of (\$37,398) in salary and wages, a decrease of (\$7,938) in professional fees, and a decrease of (\$16,514) in bad debt expense, partially offset by an increase of \$140,000 in management fees, an increase of \$20,302 in other selling, general and administrative expenses, and an increase in outside services of \$14,403 for the three months ended June 30, 2021 as compared to the prior year period.

Other income and expense

Other income and expense, net, totaled \$90,720 for the three months ended June 30, 2021 compared to \$23,112 for the prior year period, an increase of \$67,608. We experienced increases of \$106,223 in WCI non-controlling interest, \$2,074 in gain on disposal of right of use assets and (\$8,268) in interest expense. We experienced decreases of (\$15,711) in gain on investment securities, (\$10,000) in income due to Paycheck Protection Program Loan forgiveness, (\$4,888) in interest income, and (\$1,822) in other miscellaneous income and expense

Net results

The net result for the three months ended June 30, 2021 was a net loss attributable to Mentor of (\$216,620) or (\$0.009) per Mentor common share compared to a net loss attributable to Mentor in the prior year period of (\$184,185) or (\$0.008) per Mentor common share. Management will continue to make an effort to lower operating expenses and increase revenue and gross margin. The Company will continue to look for acquisition opportunities to expand its portfolio in companies that are positive for operating revenue or have the potential to become positive for operating revenue. In addition, the Company will make continued efforts to recover funds invested in the G Farma Entities.

Six months Ended June 30, 2021, compared to Six months Ended June 30, 2020

Revenues

Revenue for the six months ended June 30, 2021 was \$2,693,262 compared to \$2,308,330 for the six months ended June 30, 2020 (“the prior year period”), an increase of \$384,932 or 16.68%. This increase is due to a \$388,299 increase in WCI service fees, partially offset by a (\$3,367) decrease in finance lease revenue in the current period as compared to the prior year period.

Gross profit

Gross profit for the six months ended June 30, 2021 was \$815,027 compared to \$744,923 for the prior year period. Cost of goods sold relate to WCI and Partner II. WCI experienced gross profit of \$797,853 or 29.9% of revenue for the six months ended June 30, 2021, compared to \$712,703 or 31.2% for the prior year period, an increase of \$85,150 with a decrease of 1.3% as a percentage of revenue. Partner II had gross profit of \$21,200 for the six months ended June 30, 2021 as compared to \$24,567.

The increase in WCI gross profit percentage was due to an increase in salaries and related costs of 2.26%, an increase of 1.7% in disposal costs and an increase of 1.1% in Right of Use Asset amortization as a percent of WCI revenue over the prior year period. These increases were partially offset by a reduction of (1.7%) in contract labor, as a percent of WCI revenue over the prior year period.

Selling, general and administrative expenses

Our selling, general and administrative expenses for the six months ended June 30, 2021 was \$1,287,062 compared to \$1,186,522 for the prior year period, an increase of \$100,540. We experienced a decrease of (\$91,202) in salary and wages, a decrease of (\$37,214) in professional fees, and a decrease of (\$32,413) in bad debt expense, partially offset by an increase of \$220,000 in management fees, an increase of \$6,228 in other selling, general and administrative expenses, and an increase in outside services of \$35,141, for the six months ended June 30, 2021 as compared to the prior year period.

Other income and expense

Other income and expense, net, totaled \$108,490 for the six months ended June 30, 2021 compared to \$9,643 for the prior year period, an increase of \$98,847. Of the increase \$125,329 is due to a gain on investments of \$95,861 in the current year period compared to a net loss on investment of (\$29,468) in the prior year period. The increase was also partially due to a decrease in Income Tax Expense of \$7,850. This was offset by a \$7,802 decrease in interest income, a decrease of \$14,961 in Misc. Other Income, a \$1,432 increase in Loss on Equipment Disposals, and an increase in interest expense of \$13,001.

Net results

The net result for the six months ended June 30, 2021 was a net loss attributable to Mentor of (\$363,544) or (\$0.016) per Mentor common share compared to a net loss attributable to Mentor in the prior year period of (\$431,955) or (\$0.019) per Mentor common share. Management will continue to make an effort to lower operating expenses and increase revenue and gross margin. The Company will continue to look for acquisition opportunities to expand its portfolio in companies that are positive for operating revenue or have the potential to become positive for operating revenue. In addition, the Company will make continued efforts to recover funds invested in the G Farma Entities.

Liquidity and Capital Resources

Since our reorganization, we have raised capital through warrant holder exercise of warrants to purchase shares of Common Stock. At June 30, 2021 we had cash and cash equivalents of \$299,833 and working capital of \$448,646. These factors raise substantial doubt about the Company's ability to continue as a going concern.

Operating cash outflows in the six months ended June 30, 2021 was (\$354,424), including (\$465,782) of net loss, less noncash forgiveness of PPP loan of (\$10,000), less non-cash amortization of discount on our investment in account receivable of (\$30,456), less an increase in accrued interest income of (\$2,010), plus a loss on an investment in securities of \$6,574, and an increase in operating assets of (\$6,563), partially offset by non-cash depreciation and amortization of \$19,274, non-cash amortization on right of use assets of \$80,118, non-cash bad debt expense of \$12,580, loss on right of use asset disposal of \$643, and a \$41,398 increase in operating liabilities.

Cash outflows from investing activities in the six months ended June 30, 2021 were (\$55,447) due to purchase and sale of investment securities netting to \$4,445, purchase and sale of property and equipment netting to (\$13,156), and down payments on right of use assets of (\$46,736).

Net inflows from financing activities during the six months ended June 30, 2021 were \$214,905 consisting of proceeds from related party loan of \$200,000, proceeds from paycheck protection program loans of \$76,593, and refund of payment on paycheck protection program loans of \$551. Cash outflows from financing activities include payments on long-term debt of (\$7,709) and (\$54,530) of payments on finance lease liabilities.

We will be required to raise additional funds through financing, additional collaborative relationships or other arrangements until we are able to raise revenues to a point of positive cash flow.

In addition, on February 9, 2015, in accordance with Section 1145 of the United States Bankruptcy Code and the Company's court-approved Plan of Reorganization, the Company announced a minimum 30 day partial redemption of up to 1% of the already outstanding Series D warrants to provide for the court specified redemption mechanism for warrants not exercised timely by the original holder or their estates. Company designees that applied during the 30 days paid 10 cents per warrant to redeem the warrant and then exercised the Series D warrant to purchase a share at the court specified formula of not more than one-half of the closing bid price on the day preceding the 30 day exercise period. In the Company's October 7, 2016 press release, Mentor stated that the 1% redemptions which were formerly priced on a calendar month schedule would subsequently be initiated and be priced on a random date to be scheduled after the prior 1% redemption is completed to prevent potential third party manipulation of share prices at month-end. The periodic partial redemptions may continue to be recalculated and repeated until such unexercised warrants are exhausted, or the partial redemption is otherwise temporarily paused, suspended, or truncated by the Company.

For the six months ended June 30, 2021, there were no redemptions of Series D Warrants. There were no redemptions of Series D Warrants in 2020. We believe that if warrants are redeemed and exercised, partial warrant redemptions would provide monthly cash in excess of what is required for monthly operations for an extending period of time while we are exploring other major sources of funding for further acquisitions.

Disclosure About Off-Balance Sheet Arrangements

We do not have any transactions, agreements, or other contractual arrangements that constitute off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

As a "smaller reporting company" as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information called for by this item.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures

Management, with the participation of our chief executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management's evaluation, our chief executive officer and principal financial officer concluded that, as of June 30, 2021, our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our managers, including our chief executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in internal control over financial reporting.

We regularly review our system of internal control over financial reporting and make changes to our processes and systems to improve controls and increase efficiency while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems, consolidating activities, and migrating processes.

There were no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2021 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

G FarmaLabs Limited

On May 28, 2019, Mentor Capital, Inc. and Mentor Partner I, LLC filed a complaint in the Superior Court of California in the County of Marin for, among other things, breach of contract against G FarmaLabs Limited, Atanachi (“Ata”) Gonzalez, Nicole Gonzalez, G FarmaLabs DHS, LLC, GFBrands, Inc., fka G FarmaBrands, Inc., Finka Distribution, Inc., G FarmaLabs WA, LLC, and Goya Ventures, LLC (together “Defendants”). Under the complaint, among other things:

- Mentor Capital, Inc. alleges that G FarmaLabs Limited and Ata Gonzalez and Nicole Gonzalez as guarantors of the G Farma obligations have failed to perform their several obligations under a Note Purchase Agreement and two secured Promissory Notes dated March 17, 2017, as amended. At December 31, 2019, the aggregate amount due, owing, and unpaid under both Notes is \$1,045,051. Interest of approximately \$67,770 is also due but has not been accrued in the financial statements due to uncertainty of collection.
- Mentor Partner I, LLC alleges that G FarmaLabs Limited, G FarmaLabs DHS, LLC as Lessees and GFBrands, Inc, Ata Gonzalez, and Nicole Gonzalez as guarantors of the lease obligations have failed to perform their several obligations under a Master Equipment Lease dated January 16, 2018, as amended. At December 31, 2019, the aggregate amount due, owing, and unpaid under the Lease is \$1,055,680. Interest of approximately \$93,710 is also due but has not been accrued in the financial statements due to uncertainty of collection.
- Mentor Capital, Inc. also alleges that the G FarmaLabs Limited and Ata Gonzalez and Nicole Gonzalez as guarantors have failed to perform their obligations under (i) a Consulting Agreement dated March 17, 2017, as amended, (ii) a Rights Agreement dated March 17, 2017, and (iii) a Security Agreement dated March 17, 2017, as amended.
- Mentor Capital, Inc. also alleges that G FarmaLabs Limited, G FarmaLabs DHS, LLC, GFBrands, Inc., Finka Distribution, Inc., G FarmaLabs WA, LLC, and Goya Ventures, LLC have failed to perform their obligations under an Equity Purchase and Issuance Agreement dated September 6, 2018, as amended.
- Mentor Capital, Inc. and Mentor Partner I, LLC sought an injunction against all Defendants preventing Defendants from keeping equipment leased under the Master Lease Agreement.

On or about November 13, 2019, G FarmaLabs Limited, Ata Gonzales, and Nicole Gonzales filed a cross-complaint against Mentor Capital, Inc. alleging breach of contract related to the Consulting Agreement dated March 17, 2017, and seeking declaratory relief related to the validity of the agreements between the parties. Mentor Capital, Inc. filed its answer to the cross-complaint on December 6, 2019. Mentor is currently in the process of preparing for trial on the remaining causes of action against the G Farma Entities and its guarantors. Trial in this matter is currently scheduled to commence on September 20, 2021.

On January 31, 2020, following the Court’s grant of the Company’s motion for a writ of possession, all remaining equipment leased to G Farma by Mentor Partner I, was repossessed by the Company and moved to storage under the Company’s control. Repossessed equipment with a cost of \$622,670 was sold in 2020 to the highest offerors for net proceeds of \$252,281, after shipping and delivery costs which were applied against the lease receivable balance. The remaining lease balance is fully reserved at June 30, 2021 and December 31, 2020.

On July 2, 2020, Mentor Capital, Inc. and Mentor Partner I, LLC filed a motion for summary adjudication seeking judgment on four of its sixteen causes of action related to breach of the Promissory Notes and the related guarantees. On November 4, 2020, the Court granted Mentor Capital, Inc.’s and Mentor Partner I’s motion for summary adjudication as to all four causes of action: both causes of action against G FarmaLabs Limited for breach of the two promissory notes and one cause of action against each of Mr. Gonzalez and Ms. Gonzalez related to their duties as guarantors of G FarmaLabs Limited’s obligations under the promissory notes. We intend to vigorously pursue the award and collection of damages against G FarmaLabs Limited, Mr. Gonzalez, and Ms. Gonzalez. However, collection is uncertain at this time.

The Company also plans to vigorously pursue the remaining causes of action against the Defendants in the litigation, including the remaining unpaid lease receivable balance, plus additional interest and costs, of approximately \$1,290,174.

Item 1A. Risk Factors.

In addition to other information in this Quarterly Report on Form 10-Q, the following risk factors should be carefully considered in evaluating our business since it operates in a highly changing and complex business environment that involves numerous risks, some of which are beyond our control. The following discussion highlights a few of these risk factors, any one of which may have a significant adverse impact on our business, operating results, and financial condition.

As a result of the risk factors set forth below and elsewhere in this Form 10-Q and in our Form 10-K, and the risks discussed in our Rule 15c2-11 and other publicly disclosed submissions, actual results could differ materially from those projected in any forward-looking statements.

We face significant risks, and the risks described below may not be the only risks we face. Additional risks that we do not know of or that we currently consider immaterial may also impair our business operations. If any of the events or circumstances described in the following risks actually occurs, our business, financial condition or results of operations could be harmed, and the trading price of our Common Stock could decline.

We may not be able to continue as a going concern.

Management has noted certain financial conditions that raise substantial doubts about the Company's ability to continue as a going concern. During the six months ended June 30, 2021, and years ended December 31, 2020 and 2019, we experienced significant operating losses, liquidity constraints, and negative cash flows from operations. If we are unable to make a return on our investments to generate positive cash flow and cannot obtain sufficient capital from non-portfolio-related sources to fund operations and pay liabilities in a timely manner, we may have to cease our operations. Securing additional sources of financing to enable us to continue investing in our target markets will be difficult, and there is no assurance of our ability to secure such financing. A failure to obtain additional financing and generate positive cash flow from operations could prevent us from making expenditures that are needed to pay current obligations, allow us to hire additional personnel, and continue to seek out and invest in new companies. This leaves doubt as to our ability to continue as a going concern.

A failure to obtain financing could prevent us from executing our business plan or operate as a going concern

We anticipate that current cash resources and opportunities will be sufficient for us to execute our business plan for twelve months after the date these financial statements are issued. It is possible that if future financing is not obtained, we will not be able to operate as a going concern. We believe that securing substantial additional sources of financing is possible, but there is no assurance of our ability to secure such financing. A failure to obtain additional financing could prevent us from making necessary expenditures for advancement and growth to partner with businesses and hire additional personnel. If we raise additional financing by selling equity, or convertible debt securities, the relative equity ownership of our existing investors could be diluted, or the new investors could obtain terms more favorable than previous investors. If we raise additional funds through debt financing, we could incur significant borrowing costs and be subject to adverse consequences in the event of a default.

Management voluntarily transitioned to a fully reporting company and spends considerable time meeting the associated reporting obligations.

Management has operated Mentor Capital, Inc. as a non-reporting public company for over 26 years, and only six years ago voluntarily transitioned to reporting company status subject to financial and other SEC-required disclosures. Prior to such voluntary transition, management had not been required to prepare and make such required disclosures. As a reporting company, we may be subject to certain reporting requirements of the Securities Exchange Act of 1934, as amended ("Exchange Act"), the Sarbanes-Oxley Act, the Dodd-Frank Act, the listing requirements of a national securities exchange, and other applicable securities rules and regulations. The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and operating activities. Preparing and filing periodic reports imposes a significant expense, time, and reporting burden upon management. This distraction can divert management from its operation of the business to the detriment of core operations. Also, inadvertent improper reporting due to Mentor's officers' limited reporting experience can result in trading restrictions and other sanctions that may impair or even suspend trading in the Company's Common Stock.

Investors may suffer risk of dilution following exercise of warrants for cash.

As of June 30, 2021, the Company had 22,850,947 outstanding shares of its Common Stock trading at approximately \$0.13. As of the same date, the Company also had 6,252,954 outstanding Series D warrants exercisable for shares of Common Stock at \$1.60 per share. These Series D warrants do not have a cashless exercise feature. The Company anticipates that the warrants may be increasingly exercised anytime the per share price of the Company's Common Stock is greater than \$1.60 per share. Exercise of these Series D warrants may result in immediate and potentially substantial dilution to current holders of the Company's Common Stock. At June 30, 2021, there were 87,456 Series B warrants exercisable at \$0.11 that do not have a cashless exercise feature. In addition, the Company has 689,159 outstanding Series H warrants with a per share exercise price of \$7.00 held by an investment bank and its affiliates. These \$7.00 Series H warrants include a cashless exercise feature. Current and future shareholders may suffer dilution of their investment and equity ownership if any of the warrant holders elect to exercise their warrants.

Beginning on February 9, 2015, in accordance with Section 1145 of the United States Bankruptcy Code and in accordance with the Company's court-approved Plan of Reorganization, the Company announced that it would allow for partial redemption of up to 1% per month of the outstanding Series D warrants to provide for the court specified redemption mechanism for warrants not exercised timely by the original holder or their estates. On October 7, 2016, the Company announced that the 1% redemptions which were formerly priced on a calendar month schedule would subsequently be initiated and priced on a random date to be scheduled after the prior 1% redemption is complete to prevent potential third-party manipulation of share prices during the pricing period at month-end. Company designees that apply during the redemption period must pay 10 cents per warrant to redeem the warrants and then exercise the Series D warrant to purchase a share of the Company's Common Stock at a maximum of one-half of the closing bid price on the day preceding the 1% partial redemption. The 1% partial redemption may continue to be periodically recalculated and repeated according to the court formula until such unexercised warrants are exhausted or the partial redemption is otherwise suspended or truncated by the Company. There were no warrant redemptions in the first quarter of 2021 or in fiscal 2020.

We operate in a turbulent markets populated by businesses that are highly volatile.

The U.S. market for cannabis products is highly volatile. While we believe that it is an exciting and growing market, many companies involved in cannabis products and services used to be involved in illegal activities, some still are, and many of them operate in unconventional ways. Some of these differences which represent challenges to us include not keeping appropriate financial records, inexperience with business contracts, not having access to customary business banking or brokerage relationships, not having quality manufacturing relationships, and not having customary distribution arrangements.

In addition to our cannabis-related business focus, we are also focusing on cryptocurrencies, which each experience their own marketplace volatility. Similar to the cannabis market, the cryptocurrency market has patchy adoption and may suffer reputational risks due to the United States Securities and Exchange Commission rulings and the public perception that cryptocurrencies may sometimes be associated with illegal activities.

Any one of these challenges, if not managed well, could materially adversely impact our business.

Many cannabis activities, products, and services still violate law.

The legal patchwork to which cannabis companies are subject is still evolving and frequently uncertain. While we believe that anti-cannabis laws are softening and that the trend is toward the legalization of cannabis products, many states and the U.S. government still view some or all cannabis activity as illegal. Notwithstanding this uncertainty, we intend to do our best to engage in activities that are unambiguously legal and to use what influence we have with our affiliates for them to do the same. But we will not always have control over those companies with whom we do business, and there is a risk that we could suffer a substantial and material loss due to routine legal prosecution. Similarly, many jurisdictions have adopted so-called "zero tolerance" drug laws and laws prohibiting the sale of what is considered drug paraphernalia. If our or our affiliates' activities related to cannabis activities, products, and services are deemed to violate one or more federal or state laws, we may be subject to civil and criminal penalties, including fines, impounding of cannabis products, and seizure of our assets. A company in which we invested suffered asset seizure which included some equipment licensed by us that caused us to incur a loss.

Our business model is to partner with or acquire other companies.

We do not manufacture or sell products or services. Rather, we historically sought to find businesses whose products, managers, technology, or other factors we like and acquire or invest in those businesses. There is no certainty that we will find suitable partners or that we will be able to engage in transactions on advantageous terms with partners we identify. There is also no certainty that we will be able to consummate a transaction on favorable terms, or any transaction at all, with any potential cannabis related acquisitions or that our partners will be able to navigate the maze of cannabis laws that may affect them. To date, several of our acquisitions/investments have not turned out well for us.

The Federal Government's attitude toward cannabis and cryptocurrency could materially harm our business

Changes to the Federal Government's administration, the manner in which the federal government regulates cannabis, including how it intends to enforce laws prohibiting medical marijuana and recreational cannabis use, and the United States Securities and Exchange Commission rulings on the treatment of cryptocurrencies and initial coin offerings could materially negatively affect our business.

Many of the people and entities with whom we work in the cannabis industry are not used to engaging in other than normal course business transactions.

Many of the people and entities with whom we engage may not be used to operating in business transactions in the normal course. Entities and persons operating in the cannabis industry may be unaccustomed to entering into written agreements or keeping financial records according to GAAP. Additionally, entities and persons with whom we engage may not pay particular attention to the obligations with which they have agreed in written contracts. We have experienced these differences with several different entities in which we have invested or considered investing, including several entities which failed to comply with contractual obligations, which led us into litigation and other legal remedies.

Our actual results could differ materially from those anticipated in our forward-looking statements.

This Form 10-Q contains forward-looking statements within the meaning of the federal securities laws that relate to future events or future financial performance. When used in this report, you can identify forward-looking statements by terminology such as "believes," "anticipates," "seeks," "looks," "hopes," "plans," "predicts," "expects," "estimates," "intends," "will," "continue," "may," "potential," "should" and similar expressions. These statements are only expressions of expectation. Our actual results could, and likely will, differ materially from those anticipated in such forward-looking statements as a result of many factors, including those set forth above and elsewhere in this report and including factors unanticipated by us and not included herein. Although we believe that the expectations reflected in our forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance, or achievements. Neither we nor any other person assumes responsibility for the accuracy and completeness of these statements. Accordingly, we caution readers not to place undue reliance on these statements. Where required by applicable law, we will undertake to update any disclosures or forward-looking statements.

If we are unable to protect our intellectual property, our competitive position would be adversely affected.

We and our partners and subsidiaries intend to rely on patent protection, trademark and copyright law, trade secret protection and confidentiality agreements with our employees and others to protect our intellectual property. Despite our precautions, unauthorized third parties may copy our and our affiliates' and partners', products and services or reverse engineer or obtain and use information that we regard as proprietary. In addition, the laws of some foreign countries do not protect proprietary rights to the same extent as do the laws of the United States. Our means of protecting our, and our affiliates' and partners' proprietary rights may not be adequate, and third parties may infringe or misappropriate our and our affiliates' and partners' patents, copyrights, trademarks, and similar proprietary rights. If we, or our affiliates and partners, fail to protect intellectual property and proprietary rights, our business, financial condition, and results of operations would suffer. We believe that neither we nor our affiliates and partners infringe upon the proprietary rights of any third party, and no third party has asserted an infringement claim against us. It is possible, however, that such a claim might be asserted successfully against us in the future. We may be forced to suspend our operations to pay significant amounts to defend our rights, and a substantial amount of the attention of our management may be diverted from our ongoing business, all of which would materially adversely affect our business.

We are engaged in litigation.

On May 28, 2019, we filed a complaint against the G Farma Entities and three guarantors of the G Farma agreements in the Superior Court of California in the County of Marin for breach of the G Farma agreements, including promissory notes, leases, and other agreements, as well as actions for an injunction to recover leased property, to recover collateral under a security agreement, and to collect from guarantors on the agreements, among other things. Mentor intends to vigorously pursue this matter; however, collection is uncertain at this time. We have recovered possession of a large portion of the equipment leased to G Farma and our motion for summary adjudication has been granted as to several of the causes of action in our complaint, including liability related to the breach of the two promissory notes. However, there is no surety that we will prevail on the remaining causes of action in this lawsuit or that we will be able to recover the approximate \$2.5M in claimed damages if we do prevail. We are currently preparing for trial which is scheduled to commence on September 20, 2021.

We depend on our key personnel and may have difficulty attracting and retaining the skilled staff and outside professionals we need to execute our growth plans.

Our success will be dependent largely upon the personal efforts of our Chief Executive Officer, Chet Billingsley. The loss of key staff could have a material adverse effect on our business and prospects. Currently, we have two full-time employees and we rely on the services provided by outside professionals. To execute our plans, we will have to retain our current employees and work with outside professionals that we believe will help us achieve our goals. Competition for recruiting and retaining highly skilled employees with accounting, technical, management, marketing, sales, product development, and other specialized training is intense. We may not be successful in employing and retaining such qualified personnel. Specifically, we may experience increased costs in order to retain skilled employees. If we are unable to retain experienced employees as needed, we would be unable to execute our business plan.

Founder and CEO Chet Billingsley, along with other members of the Company Board of Directors, have considerable control over the company through their aggregate ownership of 17.59% of the outstanding shares of the Company's Common Stock on a fully diluted basis.

As of August 15, 2021, Mr. Billingsley owned approximately 11.72% of the outstanding shares of the Company's Common Stock on a fully diluted basis. Together with other members of the Company's Board of Directors, management of the Company owns approximately 17.59% of the outstanding shares of the Company's Common Stock on a fully diluted basis. Mr. Billingsley also holds 2,050,228 Series D warrants, exercisable at \$1.60 per share, and 87,456 Series B warrants, exercisable at \$0.11 per share. Additionally, Robert Meyer, David Carlile, and Lori Stansfield, directors of the Company, hold an aggregate of 631,455 Series D warrants exercisable at \$1.60 per share. Due to the large number of shares of Common Stock owned by Mr. Billingsley and the directors of the Company, management has considerable ability to exercise control over the Company and matters submitted for shareholder approval, including the election of directors and approval of any merger, consolidation or sale of substantially all of the assets of the Company. Additionally, due to his position as CEO and Chairman of the Board, Mr. Billingsley has the ability to control the management and affairs of the Company. The Company's directors and Mr. Billingsley owe a fiduciary duty to our shareholders and must act in good faith in a manner each reasonably believes to be in the best interests of our shareholders. As shareholders, Mr. Billingsley and the other directors are entitled to vote their shares in their own interests, which may not always be in the interests of our shareholders generally.

The Company has recently experienced some changes to its Board of directors makeup and principal financial officer.

One of Mentor's long-time directors and a member of its Audit Committee, Stan Shaul, recently resigned from Mentor's Board due to his employer's acquisition by a prominent public company on May 15, 2021. Mr. Shaul remains a significant shareholder of the Company.

On May 17, 2021, Lori Stansfield's services as a contract chief financial officer with Mentor concluded. Ms. Stansfield's departure from Mentor was amicable and there were no accounting disagreements. As needed, Ms. Stansfield has agreed to continue to provide transition support to assist with the Company's reporting obligations, including assistance to the Company's new accountants as needed, and she remains a director and the treasurer of the Company's board of directors. Ms. Stansfield also continues to be a significant shareholder of the Company.

On May 28, 2021, the Company retained a new CPA firm, Steve Hill and Associates, LLC, retained to provide accounting support services to the Company. On August 7, 2021, Mr. Billingsley was appointed the principal financial officer of Mentor Capital, Inc.

We face rapid change.

The market for our partners' and subsidiaries' products and services is characterized by rapidly changing laws and technologies, marketing efforts, and extensive research, and the introduction of new products and services. We believe that our future success will depend in part upon our ability to continue to invest in companies that develop and enhance products and services offered in the cryptocurrency, energy, mining and minerals, technology, consumer products, management services, manufacturing, or cannabis markets. As a result, we expect to continue to make investments in our partners and subsidiaries to promote further engineering, research, and development. There can be no assurance that our partners and subsidiaries will be able to develop and introduce new products and services or enhance initial products in a timely manner to satisfy customer needs, achieve market acceptance or address technological changes in our target markets. Failure to develop products and services and introduce them successfully and in a timely manner could adversely affect our competitive position, financial condition, and results of operations.

If we experience rapid growth, we will need to manage such growth well.

We may experience substantial growth in the size of our staff and the scope of our operations, resulting in increased responsibilities for management. To manage this possible growth effectively, we will need to continue to improve our operational, financial and management information systems, will possibly need to create departments that do not now exist, and hire, train, motivate and manage a growing number of staff. Due to a competitive employment environment for qualified accounting, technical, marketing, and sales personnel, we expect to experience difficulty in filling our needs for qualified personnel. There can be no assurance that we will be able to effectively achieve or manage any future growth, and our failure to do so could delay product development cycles and market penetration or otherwise have a material adverse effect on our financial condition and results of operations.

We could face product liability risks and may not have adequate insurance.

Our partners' and affiliates' products may be used for medical purposes. We may become the subject of litigation alleging that our partners' and affiliates' products were ineffective or unsafe. Thus, we may become the target of lawsuits from injured or disgruntled customers or other users. We intend to, but do not now, carry product and liability insurance, but in the event that we are required to defend more than a few such actions, or in the event we are found liable in connection with such an action, our business and operations may be severely and materially adversely affected.

There is a limited market for our Common Stock.

Our Common Stock is not listed on any exchange and trades on the OTC Markets OTCQB system. As such, the market for our Common Stock is limited and is not regulated by the rules and regulations of any exchange. Freely trading shares of even fully reporting cannabis companies receive careful scrutiny by brokers who may require legal opinion letters, proof of consideration, medallion guarantees, or expensive fee payments before accepting or declining share deposit. Through association with cannabis companies and products, we have been subject to heightened scrutiny by brokers in the past which may make it difficult for current shareholders to sell or interested investors from purchasing our shares of common stock. Further, the price of our Common Stock and its volume in the market may be subject to wide fluctuations. Our stock price could decline regardless of our actual operating performance, and stockholders could lose a substantial part of their investment as a result of industry or market-based fluctuations. Our stock may trade relatively thinly. If a more active public market for our stock is not sustained, it may be difficult for stockholders to sell shares of our Common Stock. Because we do not anticipate paying cash dividends on our Common Stock for the foreseeable future, stockholders will not be able to receive a return on their shares unless they are able to sell them. The market price of our Common Stock will likely fluctuate in response to a number of factors, including but not limited to, the following:

- sales, sales cycle, and market acceptance or rejection of our affiliates' products;
- our ability to engage with partners who are successful in selling products;
- economic conditions within the cannabis industry;
- development of law related to cannabis products and services;
- the timing of announcements by us or our competitors of significant products, contracts or acquisitions or publicity regarding actual or potential results or performance thereof;
- domestic and international economic, business and political conditions;
- justified or unjustified adverse publicity; and
- proper or improper third-party short sales or other manipulation of our stock.

We have a long business and corporate existence.

We began in Silicon Valley in 1985 as a limited partnership and operated as Mentor Capital, LP until we incorporated as Main Street Athletic Clubs, Inc. in California in 1994. We were privately owned until September 1996; our Common Stock began trading on the Over The Counter Pink Sheets on March 12, 1997. Our merger and acquisition and business development activities have spanned many business sectors, and we went through a bankruptcy reorganization in 1998. In late 2015, we reincorporated under the laws of the State of Delaware.

Failure to maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 could have a material adverse effect on our stock price.

Section 404 of the Sarbanes-Oxley Act of 2002 and the related rules and regulations of the SEC require annual management assessments of the effectiveness of our internal control over financial reporting. If we fail to adequately maintain compliance with, or maintain the adequacy of, our internal control over financial reporting, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 and the related rules and regulations of the SEC. If we cannot favorably assess our internal controls over financial reporting, investor confidence in the reliability of our financial reports may be adversely affected, which could have a material adverse effect on our stock price.

We have indemnified our officers and directors.

We have indemnified our Officers and Directors against possible monetary liability to the maximum extent permitted under California and Delaware law. The managers of Mentor Partner I, LLC and Mentor Partner II, LLC have been indemnified to the maximum extent permitted under California and Texas law.

The worldwide economy could impact the company in numerous ways.

The effects of negative worldwide economic events, such as the continuing coronavirus outbreak, may cause disruptions and extreme volatility in global financial markets, increased rates of default and bankruptcy, impact levels of consumer spending, and may impact our business, operating results, or financial condition. The ongoing worldwide economic situation, future weakness in the credit markets, and significant liquidity problems for the financial services industry may also impact our financial condition in a number of ways. For example, current or potential customers may delay or decrease spending with us, or our partners and affiliates, or may not pay us, or our partners or affiliates, or may delay paying us, or our partners or affiliates, for previously purchased products and services. Also, we may have difficulties in securing additional financing.

Competitors in the Canadian public market may have a material advantage over us. The Canadian government has loosened the laws and regulations with regard to cannabis earlier and at a faster pace than in the United States. The financial regulations with regard to cannabis investing and banking are also more favorable in Canada than for the Company in the United States. This Canadian advantage may have a material negative effect on the Company's business.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On May 30, 2018, Mentor sold 11 shares of its unregistered Series Q Preferred Stock in a private placement for \$110,000.

Other than as stated above, there have been no other unregistered securities sold within the past three years.

Item 3. Defaults Upon Senior Securities and Use of Proceeds.

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

The following exhibits are filed as part of this report:

Exhibit Number	Description
3.1	<u>Amended and Restated Certificate of Incorporation of the Company (Incorporated by reference to Mentor's Definitive Information Statement on Schedule 14C filed with the SEC on July 10, 2015).</u>
3.2	<u>Bylaws of the Company (Incorporated by reference to Mentor's Definitive Information Statement on Schedule 14C filed with the SEC on July 10, 2015).</u>
4.1	<u>Instrument Defining Rights of Security Holders. (A copy of our Bankruptcy Plan of Reorganization, including Mentor's Sixth Amended Disclosure Statement, incorporated by reference to Exhibit 4 of our Registration Statement on Form 10, filed with the SEC on November 19, 2014.)</u>
4.2	<u>Description of assumed warrants to purchase shares of Mentor's Common Stock (Incorporated by reference to Mentor's Definitive Information Statement on Schedule 14C filed with the SEC on July 10, 2015).</u>
4.3	<u>Certificate of Designations of Rights, Preferences, Privileges and Restrictions of Series Q Preferred Stock (Incorporated by reference to Exhibit 4.3 to Mentor's Quarterly Report on Form 10-Q for the Period Ended September 30, 2017, filed with the SEC on November 9, 2017)</u>
10.1	<u>Mentor Capital, Inc. Loan Agreement dated March 12, 2021 (Loan from Chet Billingsley)</u>
10.2	<u>Mentor Capital, Inc. Loan Agreement dated June 16, 2021 (Loan from Chet Billingsley)</u>
31.1	<u>Certification of the Chief Executive Officer required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
31.2	<u>Certification of the Principal Financial Officer required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>
32.1	<u>Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
32.2	<u>Certification of the Principal Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u>
101	XBRL Exhibits

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Mentor Capital, Inc.

Date: August 16, 2021

By: /s/ Chet Billingsley
Chet Billingsley, Chief Executive Officer

Date: August 16, 2021

By: /s/ Chet Billingsley
Chet Billingsley, Principal Financial Officer

LOAN AGREEMENT

THIS LOAN AGREEMENT ("**Agreement**") dated this **12th** day of **March 2021** (the "**Effective Date**") between **Chet Billingsley**, an individual (the "**Lender**"), and **Mentor Capital, Inc.**, a Delaware corporation (the "**Borrower**").

WHEREAS, the Borrower wishes to borrow funds for its expenses, and the Lender wishes to loan the Borrower money to pay for its costs.

NOW, THEREFORE, in consideration of the Lender loaning certain monies (the "**Loan**") to the Borrower, and the Borrower repaying the Loan with interest to the Lender, both parties agree to keep, perform and fulfill the promises and conditions set out in this Agreement:

1. **Loan Amount.** The Lender promises to loan **One Hundred Thousand and 00/100 Dollars (\$100,000.00)** to the Borrower, and the Borrower promises to repay the principal amount, with interest on the unpaid principal at an interest rate of **seven point eight percent (7.8%) per annum** compounded quarterly to the Lender on demand.
2. **Payment.** The Borrower will **immediately repay** this Loan to the Lender within **thirty (30) days** of the Borrower's receipt of the Lender's demand.
3. **Governing Law** This Agreement will be construed by and governed by the laws of the State of Texas.
4. **Costs** All costs, expenses and expenditures including, without limitation, the full legal costs incurred by enforcing this Agreement as a result of any default by the Borrower, will be added to the principal then outstanding and will immediately be paid by the Borrower.
5. **Binding Effect** This Agreement will pass to the benefit of and be binding upon the respective heirs, executors, administrators, successors and permitted assigns of the Borrower and Lender. The Borrower waives presentment for payment, notice of non-payment, protest, and notice of protest.
6. **Amendments** This Agreement may only be amended or modified by a written instrument executed by both the Borrower and the Lender.
7. **Severability** The clauses and paragraphs in this Agreement are intended to be read and construed independently of each other. If any term, covenant, condition or provision of this Agreement is held by a court of competent jurisdiction to be invalid, void or unenforceable, it is the parties' intent that such provision be reduced in scope by the court only to the extent deemed necessary by that court to render the provision reasonable and enforceable and the remainder of the provisions of this Agreement will in no way be affected, impaired or invalidated as a result.
8. **General Provisions** Headings are inserted for the convenience of the parties only and are not to be considered when interpreting this Agreement. Words in the singular mean and include the plural and vice versa. Words in the masculine mean and include the feminine and vice versa.

9. **Entire Agreement** This Agreement constitutes the entire agreement between the parties and there are no further items or provisions, either oral or otherwise.

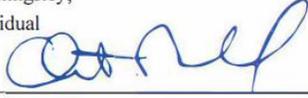
IN WITNESS WHEREOF, the parties have duly affixed their signatures as of the Effective Date.

LENDER:

Chet Billingsley,
an individual

By: _____

Chet Billingsley



BORROWER

Mentor Capital, Inc.
a Delaware corporation

By: _____

Chet Billingsley, CEO



LOAN AGREEMENT

THIS LOAN AGREEMENT ("**Agreement**") dated this 16th day of June 2021 (the "**Effective Date**") between Chet Billingsley, an individual (the "**Lender**") and Mentor Capital, Inc., a Delaware corporation (the "**Borrower**").

WHEREAS, the Borrower wishes to borrow funds for its expenses, and the Lender wishes to loan the Borrower money to pay for its costs.

NOW, THEREFORE, in consideration of the Lender loaning certain monies (the "**Loan**") to the Borrower, and the Borrower repaying the Loan with interest to the Lender, both parties agree to keep, perform and fulfill the promises and conditions set out in this Agreement:

1. **Loan Amount.** The Lender promises to loan **One Hundred Thousand and 00/100 Dollars (\$100,000.00)** to the Borrower, and the Borrower promises to repay the principal amount, with interest on the unpaid principal at an interest rate of **seven point eight percent (7.8%) per annum** compounded quarterly to the Lender on demand.
2. **Payment.** The Borrower will **immediately repay** this Loan to the Lender within **thirty (30) days** of the Borrower's receipt of the Lender's demand.
3. **Governing Law** This Agreement will be construed by and governed by the laws of the State of Texas.
4. **Costs** All costs, expenses and expenditures including, without limitation, the full legal costs incurred by enforcing this Agreement as a result of any default by the Borrower, will be added to the principal then outstanding and will immediately be paid by the Borrower.
5. **Binding Effect** This Agreement will pass to the benefit of and be binding upon the respective heirs, executors, administrators, successors and permitted assigns of the Borrower and Lender. The Borrower waives presentment for payment, notice of non-payment, protest, and notice of protest.
6. **Amendments** This Agreement may only be amended or modified by a written instrument executed by both the Borrower and the Lender.
7. **Severability** The clauses and paragraphs in this Agreement are intended to be read and construed independently of each other. If any term, covenant, condition or provision of this Agreement is held by a court of competent jurisdiction to be invalid, void or unenforceable, it is the parties' intent that such provision be reduced in scope by the court only to the extent deemed necessary by that court to render the provision reasonable and enforceable and the remainder of the provisions of this Agreement will in no way be affected, impaired or invalidated as a result.
8. **General Provisions** Headings are inserted for the convenience of the parties only and are not to be considered when interpreting this Agreement. Words in the singular mean and include the plural and vice versa. Words in the masculine mean and include the feminine and vice versa.

9. **Entire Agreement** This Agreement constitutes the entire agreement between the parties and there are no further items or provisions, either oral or otherwise.

IN WITNESS WHEREOF, the parties have duly affixed their signatures as of the Effective Date.

LENDER:

Chet Billingsley,
an individual

By: _____

Chet Billingsley

BORROWER

Mentor Capital, Inc.
a Delaware corporation

By: _____

Chet Billingsley, CEO

Quarter ended June 30, 2021
CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OF
THE SARBANES-OXLEY ACT OF 2002

I, Chet Billingsley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Mentor Capital, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 16, 2021

/s/ CHET BILLINGSLEY

Chet Billingsley
Chief Executive Officer
Principal Financial Officer

**Certification of Chief Executive Officer and Principal Financial Officer
Certification Pursuant to 18 U.S.C. Section 1350, as Amended,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Chet Billingsley, Chief Executive Officer and Principal Financial Officer of Mentor Capital, Inc. (the "Company"), hereby certify pursuant to Rule 13a-14(b) or 15d-14(b) of the Securities Exchange Act of 1934, as amended, and Section 1350 of Chapter 63 of Title 18 of the United States Code that to my knowledge:

1. The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2021, to which this statement is furnished as an exhibit (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 16, 2021

/s/ CHET BILLINGSLEY

Chet Billingsley

Chief Executive Officer

Principal Financial Officer
