

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

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 10, 2023 (October 4, 2023)**

**MENTOR CAPITAL, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**000-55323**

(Commission  
File Number)

**77-0395098**

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

**5964 Campus Court, Plano, Texas**

(Address of principal executive offices)

**75093**

(Zip Code)

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

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

**Title of each class**

Common stock

**Trading Symbol(s)**

MNTR

**Name of each exchange on which registered**

OTCQB

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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

**Items 1.01 and 2.01. Entry Into a Material Definitive Agreement, and Completion of Acquisition or Disposition of Assets.**

On October 4, 2023 Mentor Capital, Inc. (the “Company”) entered into, and closed, a Stock Purchase Agreement for Waste Consolidators, Inc. by and among Kyle Thomas, the Company, and Ally Waste Services, LLC under which the Company sold its 51% interest in Waste Consolidators, Inc. to Ally Waste Services, LLC for \$5,000,000 and a one year unsecured, subordinated, Promissory Note in initial principal face amount of \$1,000,000. Waste Consolidators, Inc. had been a subsidiary of the Company.

**Item 7.01 Regulation FD Disclosure**

In connection with the transaction set forth above, the Company issued the press release attached hereto as Exhibit 99.1.

The information included in this Item 7.01 is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated October 5, 2023</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 hereunto duly authorized.

**Mentor Capital, Inc.**

**Date: October 10, 2023**

**By: /s/ Chet Billingsley**

**Chet Billingsley, Chairman and Chief Executive Officer**

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October 5, 2023

**Mentor Capital Subsidiary Divestiture Nets 500% of Market Cap in Cash Strategic Buyer Pays Premium for MNTR's Investment in Trash Company**

PLANO, Texas—(BUSINESS WIRE)—Mentor Capital, Inc. (OTCQB: MNTR) reports the sale to a strategic buyer of Mentor's legacy 51% stock interest in an Arizona-based trash consolidating business for \$5.0 million in cash received October 4, 2023, plus \$1.0 million in an additional note payable due in one-year, pending any unforeseen adjustments. This compares to Mentor's current market capitalization of \$930,000 and recent book value of approximately \$1,640,000. On June 30, 2023, Mentor estimated and reported that "the theoretical cash breakup value of the business, net of liabilities, may significantly exceed the current market price of the Company's stock."

Mentor has initiated the expansion of its planned focus in the classic energy sector with paced stock purchases in the oil, gas, uranium, coal, and related companies. Until divested, Mentor will continue to operate and collect on its other various business interests. In addition, during the late second and early third quarters of 2023, Mentor completed its second of two long-term stock repurchase programs.

**About Mentor Capital:** The Company seeks to come alongside and assist private companies and their founders and investors in meeting their liquidity, equity financing, and acquisition objectives. Mentor is currently focusing its new efforts on adding assets in the classic energy sectors.

*This press release is neither an offer to sell nor a solicitation of offers to purchase securities.*

**Forward-Looking Statements:** *This press release contains forward-looking statements within the meaning of federal securities laws, including statements concerning financial projections, financing activities, corporate combinations, product development activities, and sales and licensing activities. Such forward-looking statements are not guarantees of future results or performance and are sometimes identified by words of condition such as "should," "could," "expects," "may," "intends," "seeks," "looks," "moves," or "plans" and are subject to a number of risks and uncertainties, known and unknown, that could cause actual results or direction to differ materially from those intended or anticipated. Such risks include, without limitation: nonperformance of investments, partner and portfolio difficulties, potential delays in marketing and sales, problems securing the necessary financing to continue operations, the potential of competitive products, services, and technologies, difficulties experienced in product development, in recruiting knowledgeable personnel, in protecting intellectual property, and the effects of adverse worldwide economic events, such as the coronavirus recovery, government regulations, ESG challenges, energy prices, and inflation. Further information concerning these and other risks is included in the Company's Form 10-Q and Form 10-K filings, which, along with additional very important details on the Company, can be found here: <https://ir.mentorcapital.com/all-sec-filings>*

The Company undertakes no obligation to update or revise such forward-looking statements to reflect new information, events, or circumstances occurring after the date of this press release.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20231005565206/en/>

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Source: Mentor Capital, Inc.

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