UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

(Mark One)

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2025.

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: 001-37858

CANTERBURY PARK HOLDING CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Minnesota	47-5349765
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

1100 Canterbury Road
Shakopee, MN 55379
(Address of principal executive offices and zip code)
Registrant's telephone number, including area code: (952) 445-7223

Securities registered pursuant Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of each exchange on which registered
Common Stock Common stock, $.01 par value	CPHC	Nasdaq

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 X 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 during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Yes X No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See 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	X	Smaller reporting company	X	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 Exchange Act Rule 12b-2).

Yes ☐ No X

The Company had 5,086,028 shares of common stock, $.01 par value, outstanding as of August 7, 2025.

Canterbury Park Holding Corporation

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PART 1 – FINANCIAL INFORMATION

CANTERBURY PARK HOLDING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

		(Unaudited) June 30, 2025		December 31, 2024
ASSETS				
CURRENT ASSETS				
Cash and cash equivalents	$	12,442,407	$	10,075,642
Restricted cash		5,940,759		3,611,776
Short-term investments		4,500,000		5,000,000
Accounts receivable, net of allowance of $7,670 for both periods		965,702		439,121
Inventory		363,539		250,658
Prepaid expenses		1,666,497		1,849,015
Income taxes receivable and prepaid income taxes		2,029,857		3,186,465
Total Current Assets		27,908,761		24,412,677
LONG-TERM ASSETS				
Deposits		29,650		19,650
Other prepaid expenses		20,071		19,951
TIF receivable		19,819,258		18,898,445
Related party receivable		5,139,915		4,743,913
Operating lease right-of-use asset		16,731		27,674
Equity investment		5,812,399		6,976,091
Other long-term receivables		1,737,463		1,597,463
Land held for development		2,397,438		2,183,930
Land, buildings, and equipment, net		52,048,520		51,042,988
Total Long-term Assets		87,021,445		85,510,105
TOTAL ASSETS	$	114,930,206	$	109,922,782
LIABILITIES AND STOCKHOLDERS' EQUITY				
CURRENT LIABILITIES				
Accounts payable	$	4,427,107	$	3,665,155
Casino accruals		2,075,977		2,159,249
Accrued wages and payroll taxes		1,979,176		2,151,524
Cash dividend payable		354,613		351,373
Accrued property taxes		1,103,400		1,103,784
Deferred revenue		1,092,431		311,244
Payable to horsepersons		3,266,588		870,775
Current portion of finance lease obligations		34,375		32,950
Current portion of operating lease obligations		16,731		27,674
Total Current Liabilities		14,350,398		10,673,728
LONG-TERM LIABILITIES				
Deferred income taxes		9,846,000		9,846,000
Investee losses in excess of equity investment		6,852,567		5,016,198
Finance lease obligations, net of current portion		99,630		117,182
Other long-term liabilities		181,000		181,000
Total Long-term Liabilities		16,979,197		15,160,380
TOTAL LIABILITIES		31,329,595		25,834,108
STOCKHOLDERS' EQUITY				
Common stock, $.01 par value, 10,000,000 shares authorized, 5,086,028 and 5,036,717 respectively, shares issued and outstanding		50,860		50,367
Additional paid-in capital		29,797,790		28,940,887
Retained earnings		53,751,961		55,097,420
Total Stockholders' Equity		83,600,611		84,088,674
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	114,930,206	$	109,922,782

See notes to condensed consolidated financial statements.

CANTERBURY PARK HOLDING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	**2024**	**2025**	**2024**
OPERATING REVENUES:				
Casino	$ 9,488,723	$ 9,845,371	$ 18,680,881	$ 19,901,399
Pari-mutuel	2,263,361	2,598,716	3,341,846	3,772,984
Food and beverage	2,066,758	2,100,231	3,691,511	3,827,380
Other	1,846,892	1,658,077	3,093,128	2,798,621
Total Net Revenues	15,665,734	16,202,395	28,807,366	30,300,384
OPERATING EXPENSES:				
Purse expense	1,963,226	2,304,648	3,204,966	3,677,405
Minnesota Breeders’ Fund	283,566	301,017	482,149	517,401
Other pari-mutuel expenses	280,285	323,777	457,455	522,166
Salaries and benefits	6,949,453	6,838,335	13,260,158	12,990,175
Cost of food and beverage and other sales	816,133	857,607	1,424,438	1,494,711
Depreciation and amortization	986,418	889,073	1,917,906	1,740,059
Utilities	457,563	386,843	816,094	729,678
Advertising and marketing	568,646	403,758	745,722	546,216
Professional and contracted services	1,596,849	1,445,486	2,807,714	2,697,928
Other operating expenses	1,331,777	1,329,636	2,609,275	2,500,556
Total Operating Expenses	15,233,916	15,080,180	27,725,877	27,416,295
INCOME FROM OPERATIONS	431,818	1,122,215	1,081,489	2,884,089
OTHER INCOME (LOSS)				
Loss from equity investment	(1,389,604)	(1,174,499)	(2,962,766)	(2,026,746)
Interest income, net	479,380	532,570	922,661	1,071,097
Net Other Loss	(910,224)	(641,929)	(2,040,105)	(955,649)
(LOSS) INCOME BEFORE INCOME TAXES	(478,406)	480,286	(958,616)	1,928,440
INCOME TAX BENEFIT (EXPENSE)	151,000	(142,000)	332,000	(592,000)
NET (LOSS) INCOME	$ (327,406)	$ 338,286	$ (626,616)	$ 1,336,440
Basic (loss) earnings per share	$ (0.06)	$ 0.07	$ (0.12)	$ 0.27
Diluted (loss) earnings per share	$ (0.06)	$ 0.07	$ (0.12)	$ 0.27
Weighted average basic shares outstanding	5,060,543	4,984,953	5,050,003	4,975,889
Weighted average diluted shares	5,060,543	5,011,548	5,050,003	5,009,221
Cash dividends declared per share	$ 0.07	$ 0.07	$ 0.14	$ 0.14

See notes to condensed consolidated financial statements.

CANTERBURY PARK HOLDING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited)

For the three months ended June 30, 2025

	Number of Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Total
Balance at March 31, 2025	5,058,088	$ 50,581	$ 29,259,400	$ 54,438,359	$ 83,748,340
Stock-based compensation	—	—	178,069	—	178,069
Dividend declared	—	—	—	(358,992)	(358,992)
401(k) stock match	13,113	131	248,098	—	248,229
Issuance of deferred stock awards	7,818	78	(78)	—	(0)
Shares issued under Employee Stock Purchase Plan	7,009	70	112,301	—	112,371
Net loss	—	—	—	(327,406)	(327,406)
Balance at June 30, 2025	5,086,028	$ 50,860	$ 29,797,790	$ 53,751,961	$ 83,600,611

For the six months ended June 30, 2025

	Number of Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Total
Balance at December 31, 2024	5,036,717	$ 50,367	$ 28,940,887	$ 55,097,420	$ 84,088,674
Stock-based compensation	—	—	331,473	—	331,473
Dividend declared	—	—	—	(718,843)	(718,843)
401(K) stock match	25,213	252	477,030	—	477,282
Issuance of deferred stock awards	17,089	171	(63,901)	—	(63,730)
Shares issued under Employee Stock Purchase Plan	7,009	70	112,301	—	112,371
Net loss	—	—	—	(626,616)	(626,616)
Balance at June 30, 2025	5,086,028	$ 50,860	$ 29,797,790	$ 53,751,961	$ 83,600,611

For the three months ended June 30, 2024

	Number of Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Total
Balance at March 31, 2024	4,982,770	$ 49,828	$ 27,588,885	$ 55,037,768	$ 82,676,481
Stock-based compensation	—	—	142,107	—	142,107
Dividend declared	—	—	—	(353,108)	(353,108)
401(k) stock match	10,384	104	226,683	—	226,787
Issuance of deferred stock awards	7,230	72	(72)	—	—
Shares issued under Employee Stock Purchase Plan	7,537	75	128,702	—	128,777
Net income	—	—	—	338,286	338,286
Balance at June 30, 2024	5,007,921	$ 50,079	$ 28,086,304	$ 55,022,946	$ 83,159,329

For the six months ended June 30, 2024

	Number of Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Total
Balance at December 31, 2023	4,962,573	$ 49,626	$ 27,351,509	$ 54,395,462	$ 81,796,597
Stock-based compensation	—	—	271,121	—	271,121
Dividend distribution	—	—	—	(708,956)	(708,956)
401(K) stock match	20,336	203	444,035	—	444,238
Issuance of deferred stock awards	17,475	175	(109,062)	—	(108,887)
Shares issued under Employee Stock Purchase Plan	7,537	75	128,702	—	128,777
Net income	—	—	—	1,336,440	1,336,440
Balance at June 30, 2024	5,007,921	$ 50,079	$ 28,086,304	$ 55,022,946	$ 83,159,329

See notes to condensed consolidated financial statements.

CANTERBURY PARK HOLDING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Six Months Ended June 30, 2025	Six Months Ended June 30, 2024
Operating Activities:		
Net (loss) income	$ (626,616)	$ 1,336,440
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	1,917,906	1,740,059
Stock-based compensation expense	331,473	271,121
Stock-based employee match contribution	477,282	444,238
Loss from equity investment	2,962,766	2,026,746
Changes in operating assets and liabilities:		
Accounts receivable	(526,581)	(794,748)
Increase in TIF receivable	(434,432)	(702,219)
Inventory, prepaid expenses and deposits	59,517	(123,535)
Income taxes receivable and prepaid income taxes	1,156,608	592,000
Other long-term receivables	(140,000)	—
Operating lease right-of-use asset	10,943	10,040
Operating lease liabilities	(10,943)	(10,040)
Accounts payable	(343,023)	(1,256,481)
Deferred revenue	781,187	659,881
Casino accruals	(83,272)	(302,981)
Accrued wages and payroll taxes	(172,348)	230,084
Accrued property taxes	(384)	2,646
Payable to horsepersons	2,395,813	2,887,213
Net cash provided by operating activities	7,755,896	7,010,463
Investing Activities:		
Additions to land, buildings, and equipment	(2,031,971)	(5,810,147)
Additions for TIF eligible improvements	(486,381)	(45,805)
Increase in related party receivable	(396,002)	(845,666)
Proceeds from sale of short-term investments	5,000,000	5,000,000
Purchase of short-term investments	(4,500,000)	(5,000,000)
Cash dividends received from investments	37,295	12,772
Net cash used in investing activities	(2,377,059)	(6,688,846)
Financing Activities:		
Proceeds from issuance of common stock	112,371	128,777
Cash dividend paid to shareholders	(715,603)	(701,973)
Payments for taxes related to net share settlement of equity awards	(63,730)	(108,887)
Principal payments on finance leases	(16,127)	(14,816)
Net cash used in financing activities	(683,089)	(696,899)
Net increase (decrease) in cash, cash equivalents, and restricted cash	4,695,748	(375,282)
Cash, cash equivalents, and restricted cash at beginning of period	13,687,418	25,841,754
Cash, cash equivalents, and restricted cash at end of period	$ 18,383,166	$ 25,466,472

CANTERBURY PARK HOLDING CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
(Unaudited)

Schedule of non-cash investing and financing activities				
Additions to land, buildings, and equipment funded through accounts payable	$	1,105,000	$	1,381,000
Dividend declared but not yet paid		355,000		353,000
Change in investee losses in excess of equity investments		1,836,000		1,612,000
ROU assets obtained in exchange for lease obligations		—		171,000
Supplemental disclosure of cash flow information:				
Interest paid	$	6,000	$	7,000

See notes to condensed consolidated financial statements.

1. OVERVIEW AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business – Canterbury Park Holding Corporation's (the "Company," "we," "our," or "us") Racetrack operations are conducted at facilities located in Shakopee, Minnesota, approximately 20 miles southwest of downtown Minneapolis. In May 1994, the Company commenced year-round horse racing simulcast operations and hosted the first annual live race meet during the summer of 1995. The Company's live racing operations are a seasonal business, as it typically hosts live race meets each year from May until September. The Company earns additional pari-mutuel revenue by televising its live racing to out-of-state racetracks around the country. Canterbury Park's Casino typically operates 24 hours a day, seven days a week and is limited by Minnesota State law to conducting card play on a maximum of 80 tables. The Casino currently offers a variety of poker and table games. The Company's three largest sources of revenues are from Casino operations, pari-mutuel operations, and food and beverage sales. The Company also derives revenues from related services and activities, such as admissions, advertising signage, publication sales, and from other entertainment events and activities held at the Racetrack. Additionally, the Company is developing underutilized land surrounding the Racetrack in a project known as Canterbury Commons™, with approximately 140 acres originally designated as underutilized. The Company has obtained and is pursuing several mixed-use development opportunities for this land, directly and through joint ventures.

Basis of Presentation and Preparation – The accompanying condensed consolidated financial statements include the accounts of the Company (Canterbury Park Holding Corporation and its direct and indirect subsidiaries Canterbury Park Entertainment, LLC; Canterbury Park Concessions, Inc.; and Canterbury Development, LLC). Intercompany accounts and transactions have been eliminated. The preparation of these condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in these condensed consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates.

These condensed consolidated financial statements and accompanying notes should be read in conjunction with the Company's annual consolidated financial statements and the notes thereto for the fiscal year ended December 31, 2024, included in its Annual Report on Form 10-K (the "2024 Form 10-K").

The condensed consolidated balance sheets and the related condensed consolidated statements of operations, stockholders' equity, and the cash flows for the periods ended June 30, 2025 and 2024 have been prepared by Company management. In the opinion of management, all adjustments (which include only normal recurring adjustments, except where noted) necessary to present fairly the financial position, results of operations, statement of stockholders' equity, and cash flows at June 30, 2025 and 2024 and for the periods then ended have been made.

Summary of Significant Accounting Policies – A detailed description of our significant accounting policies can be found in the 2024 Form 10-K. There were no material changes in significant accounting policies during the three and six months ended June 30, 2025.

Reclassifications – Certain amounts in prior period financial statements have been reclassified to conform to current period presentations.

Restricted Cash – Restricted cash represents refundable deposits and amounts due to horsemen for purses, stakes and awards, collateral needed for joint venture operations, and amounts accumulated in card game progressive jackpot pools, the player pool and poker promotional fund to be used to repay card players in the form of promotions, giveaways, prizes, or by other means.

Accounts Receivable - Accounts receivable are initially recorded for amounts due from other tracks for simulcast revenue, net of amounts due to other tracks, and for amounts due from customers related to catering and events. Credit is granted in the normal course of business without collateral. Accounts receivable are stated net of allowances for credit losses, which represent estimated losses resulting from the inability of customers to make the required payments. Accounts that are outstanding longer than the contractual terms are considered past due. We evaluate our allowance for credit losses and estimate collectability of current and non-current accounts receivable based on historical bad debt experience, our assessment of the financial condition of individual companies with which we do business, current market conditions, and reasonable and supportable forecasts of future economic conditions. In times of economic turmoil, our estimates and judgments with respect to the collectability of our receivables are subject to greater uncertainty than in more stable periods. The Company does not have accounts receivable with original maturities greater than one year. The allowance for credit losses and activity as of June 30, 2025 and December 31, 2024 was not material.

Deferred Revenue – Deferred revenue includes advance sales related to racing, events and corporate partnerships. Revenue from these advance billings is recognized when the related event occurs or services have been performed.

Payable to Horsepersons - The Minnesota Pari-mutuel Horse Racing Act requires the Company to segregate a portion of funds (recorded as purse expense in the statements of operations) received from Casino operations and wagering on simulcast and live horse races, for future payment as purses for live horse races or other uses of the horsepersons' association. Pursuant to an agreement with the Minnesota Horsemen's Benevolent and Protective Association ("MHBPA"), the Company transferred into a trust account or paid directly to the MHBPA, $2,358,000 and $2,909,000 for the six months ended June 30, 2025 and 2024, respectively, related to thoroughbred races. Minnesota Statutes provide that amounts transferred into the trust account are the property of the trust and not of the Company, and therefore these amounts are not recorded on the Company's Condensed Consolidated Balance Sheet.

Revenue Recognition – The Company's primary revenues with customers consist of Casino operations, pari-mutuel wagering on simulcast and live horse races, and food and beverage transactions. We determine revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer
- Identification of the performance obligations in the contract
- Determination of the transaction price
- Allocation of the transaction price to the performance obligation in the contract
- Recognition of revenue when, or as, we satisfy a performance obligation

The transaction price for a Casino contract is a set percentage of wagers and is recognized at the time that the wagering process is complete. The transaction price for pari-mutuel wagering is the commission received on a wager, exclusive of any track fees and is recognized upon occurrence of the live race that is presented for wagering and after that live race is made official by the respective state's racing regulatory body. The transaction price for food and beverage contracts is the net amount collected from the customer for these goods. Food and beverage services have been determined to be separate, stand-alone performance obligations and the transaction price is recorded as revenue as the good is transferred to the customer when delivery is made.

Contracts for Casino operations and pari-mutuel wagering involve two performance obligations for those customers earning points under the Company's loyalty program and a single performance obligation for customers who do not participate in the program. The Company applies a practical expedient by accounting for its gaming contracts on a portfolio basis as these wagers have similar characteristics and the Company reasonably expects the effects on the financial statements of applying the revenue recognition guidance to the portfolio would not differ materially from what would result if the guidance were applied on an individual wagering contract. For purposes of allocating the transaction price in a wagering contract between the wagering performance obligation and the obligation associated with the loyalty points earned, the Company allocates an amount to the loyalty point contract liability based on the stand-alone redemption value of the points earned, which is determined by the value of a point that can be redeemed for a cash voucher, food and beverage voucher, racing admission, valet parking, or racing forms. Based on past experience, the majority of customers redeem their points for cash vouchers. Therefore, there are no further performance obligations by the Company.

We have two general types of liabilities related to contracts with customers: (1) our MVP Loyalty Program and (2) outstanding chip liability. These are included in the line item Casino accruals on the consolidated balance sheet. We defer the full retail value of these complimentary reward items until the future revenue transaction occurs.

The Company offers certain promotional allowances at no charge to patrons who participate in its player rewards program.

We evaluate our on-track revenue, export revenue (as described below), and import revenue (as described below) contracts to determine whether we are acting as the principal or as the agent when providing services, to determine if we should report revenue on a gross or net basis. An entity acts as a principal if it controls a specified service before that service is transferred to a customer.

For on-track revenue and "import revenue," that is revenue we generate for racing held elsewhere that our patrons wager on, we are entitled to retain a commission for providing a wagering service to our customers. For these arrangements, we are the principal because we control the wagering service; therefore, any charges, including simulcast fees, we incur for delivering the wagering service are presented as operating expenses.

For "export revenue," when the wagering occurs outside our premises, our customer is the third-party wagering site such as a racetrack, Off Track Betting ("OTB"), or advance deposit wagering ("ADW") provider. Therefore, the revenue we recognize for export revenue is the simulcast host fee we earn for exporting our racing signal to the third-party wagering site.

2. STOCK-BASED COMPENSATION

Long Term Incentive Plan and Award of Deferred Stock

The Long Term Incentive Plan (the "LTI Plan") authorizes the grant of Long Term Incentive Awards that provide an opportunity to Named Executive Officers ("NEOs") and other Senior Executives to receive a payment in cash or shares of the Company's common stock to the extent of achievement at the end of a period greater than one year (the "Performance Period") as compared to Performance Goals established at the beginning of the Performance Period. Beginning in 2020, the Company suspended the granting of performance awards under its LTI Plan, and instead granted deferred stock awards designed to retain NEOs and other senior executives in lieu of LTI Plan awards from 2020 through 2025. Accordingly, there are no awards outstanding under the LTI Plan.

Board of Directors Stock Options, Deferred Stock Awards, and Restricted Stock Grants

The Company's Stock Plan currently authorizes annual grants of restricted stock, deferred stock, stock options, or any combination of the three, to non-employee members of the Board of Directors at the time of the Company's annual shareholders' meeting as determined by the Board prior to each such meeting. Deferred stock awards represent the right to receive shares of the Company's common stock upon vesting. Restricted stock and deferred stock grants to non-employee directors generally vest 100% one year after the date of the annual meeting at which they were granted, are subject to restrictions on resale for an additional year, and are subject to forfeiture if a board member terminates his or her board service prior to the shares vesting. The unvested deferred stock awards outstanding as of June 30, 2025 to our non-employee directors consists only of the grants of deferred stock on June 5, 2025 of an aggregate 13,626 shares with a weighted average fair value per share of $17.61.

Board of Directors deferred stock transactions during the six months ended June 30, 2025 are summarized as follows:

	Deferred Stock	Weighted Average Fair Value Per Share
Non-Vested Balance, December 31, 2024	10,734	$ 22.35
Granted	13,626	17.61
Vested	(10,734)	22.35
Forfeited	—	—
Non-Vested Balance, June 30, 2025	13,626	$ 17.61

Employee Deferred Stock Awards

The Company's Stock Plan permits its Compensation Committee to grant stock-based awards, including deferred stock awards, to key employees and non-employee directors. The Company has made deferred stock grants to key employees that vest over one to four years. Deferred stock awards represent the right to receive shares of the Company's common stock upon vesting.

During the six months ended June 30, 2025, the Company granted employees deferred stock awards totaling 27,400 shares of common stock, with a vesting term of approximately four years and a fair value of $19.43 per share. During the six months ended June 30, 2024, the Company granted employees deferred stock awards totaling 22,100 shares of common stock, with a vesting term of approximately four years and a fair value of $21.08 per share.

Employee deferred stock transactions during the six months ended June 30, 2025 are summarized as follows:

	Deferred Stock	Weighted Average Fair Value Per Share
Non-Vested Balance, December 31, 2024	43,790	$ 22.52
Granted	27,400	19.43
Vested	(12,505)	22.61
Forfeited	(4,950)	22.67
Non-Vested Balance, June 30, 2025	53,735	$ 20.91

There were no stock options outstanding to any employee or other person at June 30, 2025. Stock-based compensation expense related to deferred stock awards and the employee stock purchase plan is included on the Condensed Consolidated Statements of Operations and totaled approximately $331,000 and $271,000 for the six months ended June 30, 2025 and 2024. At June 30, 2025, there was approximately $1,185,000 of total unrecognized stock-based compensation expense related to unvested employee and board of director deferred stock awards that is expected to be recognized over a period of approximately 3.8 years.

3. NET INCOME PER SHARE COMPUTATIONS

The following is a reconciliation of the numerator and denominator of the earnings per common share computations for the three and six months ended June 30, 2025 and 2024:

	Three Months Ended June 30,		For the Six Months Ended June 30,	
	2025	2024	2025	2024
Net (loss) income (numerator) amounts used for basic and diluted per share computations:	$ (327,406)	$ 338,286	$ (626,616)	$ 1,336,440
Weighted average shares (denominator) of common stock outstanding:				
Basic	5,060,543	4,984,953	5,050,003	4,975,889
Plus dilutive effect of deferred stock awards	—	26,594	—	33,331
Diluted	5,060,543	5,011,548	5,050,003	5,009,221
Net (loss) income per common share:				
Basic	$ (0.06)	$ 0.07	$ (0.12)	$ 0.27
Diluted	(0.06)	0.07	(0.12)	0.27

For the three and six months ended June 30, 2025, 13,397 shares and 26,542 shares , respectively, have been excluded from the calculation of diluted weighted average shares outstanding as the inclusion of these shares would have an anti-dilutive effect.

4. GENERAL CREDIT AGREEMENT

The Company has a general credit and security agreement with a financial institution. The agreement was amended as of February 28, 2021 to extend the maturity date to January 31, 2024 and increase its revolving credit line up to $10,000,000. The line of credit is collateralized by all receivables, inventory, equipment, and general intangibles of the Company, as well as a mortgage on certain real property. In the event that the Company borrowed under the agreement, the annual interest rate paid by the Company would be equal to the greater of the Prime Rate or 3.0%. The credit agreement contains covenants requiring the Company to maintain certain financial ratios. The general credit and security agreement was further amended as of January 31, 2024 to extend the maturity date to January 31, 2027 and reduce the maximum borrowing under the line of credit to $5,000,000. In connection with the amendment, the financial institution terminated a mortgage to release certain Company real property as collateral and the parties entered into a negative pledge agreement under which the Company agreed not to create any liens or encumbrances on certain Company real property. The Company had no borrowings under the credit line during the three and six months ended June 30, 2025. The outstanding balance on the line of credit was $0 at both June 30, 2025 and December 31, 2024.

5. OPERATING SEGMENTS

The Company has four reportable operating segments: horse racing, Casino, food and beverage, and development. The horse racing segment primarily represents simulcast and live horse racing operations. The Casino segment represents operations of Canterbury Park's Casino. The food and beverage segment represents food and beverage operations provided during simulcast and live racing, in the Casino, and during special events. The development segment represents our real estate development operations. The Company's reportable operating segments are strategic business units that offer different products and services. They are managed separately because the segments differ in the nature of the products and services provided as well as process to produce those products and services. The Minnesota Racing Commission regulates the horse racing and Casino segments.

Depreciation, interest, and income taxes are allocated to the segments, but no allocation is made to the food and beverage segment for shared facilities. However, the food and beverage segment pays approximately 25% of gross revenues earned on special event days to the horse racing segment for use of the facilities.

The following tables represent a disaggregation of revenues from contracts with customers along with the Company's operating segments (in 000's):

	For the Six Months Ended June 30, 2025				
	Horse Racing	Casino	Food and Beverage	Development	Total
Net revenues from external customers	$ 6,129	$ 18,681	$ 3,997	$ —	$ 28,807
Intersegment revenues	191	—	575	—	766
Net interest income	304	—	—	619	923
Depreciation	1,693	151	74	—	1,918
Segment income (loss) before income taxes	(1,174)	1,971	720	(2,476)	(959)
Segment tax expense (benefit)	(406)	682	249	(857)	(332)
	June 30, 2025				
Segment Assets	$ 106,758	$ 890	$ 36,750	$ 36,979	$ 181,377

	For the Six Months Ended June 30, 2024				
	Horse Racing	Casino	Food and Beverage	Development	Total
Net revenues from external customers	$ 6,211	$ 19,901	$ 4,188	$ —	$ 30,300
Intersegment revenues	177	—	633	—	810
Net interest income	558	—	—	513	1,071
Depreciation	1,508	150	82	—	1,740
Segment income (loss) before income taxes	(1,334)	3,967	920	(1,625)	1,928
Segment tax expense (benefit)	(409)	1,218	282	(499)	592
	December 31, 2024				
Segment Assets	$ 99,810	$ 1,041	$ 35,679	$ 39,088	$ 175,618

The following are reconciliations of reportable segment revenues, income before income taxes, and assets, to the Company's consolidated totals (in 000's):

	For the Six Months Ended June 30, 2025	2024
Revenues		
Total net revenue for reportable segments	$ 29,573	$ 31,110
Elimination of intersegment revenues	(766)	(810)
Total consolidated net revenues	$ 28,807	$ 30,300
(Loss) income before income taxes		
Total segment (loss) income before income taxes	$ (20)	$ 3,142
Elimination of intersegment (loss) income before income taxes	(939)	(1,214)
Total consolidated (loss) income before income taxes	$ (959)	$ 1,928

	June 30, 2025	December 31, 2024
Assets		
Total assets for reportable segments	$ 181,377	$ 175,618
Elimination of intercompany balances	(66,447)	(65,695)
Total consolidated assets	$ 114,930	$ 109,923

6. COMMITMENTS AND CONTINGENCIES

Effective on December 21, 2021, the Company entered into a Contribution and Indemnity Agreement ("Indemnity Agreement") with affiliates of Doran Companies ("Doran") relating to debt financing by Doran Canterbury I, LLC as borrower, which is guaranteed by Doran affiliates. Under the Indemnity Agreement, the Company is obligated to reimburse and indemnify each loan guarantor for any amounts paid by such loan guarantor to the lender on debt financing by Doran Canterbury I, LLC, up to a maximum of $5,000,000. Effective October 27, 2022, the Indemnity Agreement was amended to increase the maximum indemnification by an additional $700,000. Effective December 12, 2023, the Indemnity Agreement was amended to increase the maximum indemnification by an additional $1,300,000. Effective December 18, 2024, the Indemnity Agreement was amended to increase the maximum indemnification by an additional $500,000, bringing the total to a maximum of $7,500,000.

Effective December 18, 2024, the Company entered into an Indemnity Agreement with affiliates of Doran relating to debt financing by Doran Canterbury II, LLC as borrower, which is guaranteed by Doran affiliates. Under the Indemnity Agreement, the Company is obligated to reimburse and indemnify each loan guarantor for any amounts paid by such loan guarantor to the lender on debt financing by Doran Canterbury II, LLC, up to a maximum of $1,000,000.

Effective December 21, 2023, the Company entered into its annual live race meet and purse fund contribution agreement with the Minnesota Horsemen's Benevolent & Protective Association ("MNHBPA") and the Minnesota Quarter Horse Racing Association ("MQHRA") regarding the 2024 live race meet. In an effort to increase field size and improve the quality of racing for the 2024 season, the Company guaranteed purses for overnight races at $23,000 per race. The parties recognized there was likely to be a significant financial cost to the Company in establishing a 2024 thoroughbred purse structure intended to average $23,000 per conducted overnight race and that to maintain that average purse structure, the Company made an overpayment that may be repaid to the Company through reimbursement in subsequent racing years. This overpayment of purses by the Company was intended to create a short-term bridge until additional purse supplements can be obtained from other sources. At the conclusion of the 2024 live race meet, the Company recorded a receivable related to the overpayment of 2024 purses in the amount of $1,597,463, which is presented on the Company's balance sheet as of both June 30, 2025 and December 31, 2024.

Effective January 31, 2025, the Company entered into its annual live race meet and purse fund contribution agreement with the MNHBPA and the MQHRA regarding the upcoming 2025 live race meet. In an effort to maintain field size and improve the quality of racing for the 2025 season, the Company has guaranteed an additional $500,000 of purse monies to be distributed above the minimum amount defined in Minnesota Statutes Chapter 240. In the event that additional purse revenues are secured throughout the duration of the 2025 live race agreement through additional forms of gaming at the Company, new revenue streams, or legislative action, the Company has agreed to provide additional purse monies of up to $1,500,000, to a total of $2,000,000 in potential overpayment of purses to support the 2025 live race meet. The parties recognize there is likely to be a significant financial cost to the Company in establishing this 2025 thoroughbred purse structure and that to maintain that average purse structure, the Company will be making an overpayment that may be repaid to the Company through reimbursement in subsequent racing years. This anticipated overpayment of purses by the Company is intended to create a short-term bridge until additional purse supplements can be obtained from other sources. In the event that additional purse revenue is secured within the five years following the 2025 live race meet through additional forms of gaming at the Company, new revenue streams, or legislative action, the Company will be eligible for reimbursement of the actual 2025 overpayment amount from those purse supplements. The Company recorded a receivable related to the overpayment of 2025 purses in the amount of $140,000, which is presented on the Company's balance sheet as of June 30, 2025.

In the event that additional purse revenue is secured within the five years following the 2025 live race meet through additional forms of gaming at the Company, new revenue streams, or legislative action, the Company will be eligible for reimbursement of the actual 2024 and 2025 overpayment amounts from those purse supplements. Management believes it is likely that additional purse supplements will ultimately be obtained when considering both the length of time to secure such funds and the fact that legislation has been introduced in both chambers of the Minnesota legislature that would provide those supplements through revenues from taxes paid by sports wagering licenses. Accordingly, management believes no allowance related to this receivable is necessary at both June 30, 2025 and December 31, 2024.

The Company is periodically involved in various claims and legal actions arising in the normal course of business. Management believes that the resolution of any pending claims and legal actions at June 30, 2025 and as of the date of this report, will not have a material impact on the Company's consolidated financial positions or results of operations.

In August 2018, the Company entered into a Contract for Private Redevelopment with the City of Shakopee in connection with a Tax Increment Financing District ("TIF District"). On January 25, 2022, the Company received the fully executed First Amendment to the Contract for Redevelopment among the Master Developer, the City and the Authority, which is effective as of September 7, 2021. Under this contract, the Company is obligated to construct certain infrastructure improvements within the TIF District, and will be reimbursed for the cost of TIF eligible improvements by the City of Shakopee by future tax increment revenue generated from the developed property, up to specified maximum amounts. The total amount of funding that Canterbury will be paid as reimbursement under the TIF program for these improvements is not guaranteed and will depend on future tax revenues generated from the developed property.

7. REAL ESTATE DEVELOPMENT

Equity Investments

Doran Canterbury I, LLC

On April 2, 2018, the Company's subsidiary Canterbury Development LLC, entered into an Operating Agreement ("Operating Agreement") with an affiliate of Doran Companies ("Doran"), a national commercial and residential real estate developer, as the two members of a Minnesota limited liability company named Doran Canterbury I, LLC ("Doran Canterbury I"). Doran Canterbury I was formed as part of a joint venture between Doran and Canterbury Development LLC to construct an upscale apartment complex on land adjacent to the Company's Racetrack (the "Project").

On September 27, 2018, Canterbury Development LLC contributed approximately 13 acres of land as its equity contribution in the Doran Canterbury I joint venture and became a 27.4% equity member. On December 20, 2018, financing for Doran Canterbury I was secured. Doran Canterbury I completed Phase I of the Project, which includes 321 units, a heated parking ramp, and a clubhouse. As the Company is able to assert significant influence, but not control, over Doran Canterbury I's operational and financial policies, the Company accounts for the joint venture as an equity method investment. For the three and six months ended June 30, 2025, the Company recorded losses of $840,000 and $1,836,000, respectively, on equity method investment related to this joint venture. For the three and six months ended June 30, 2024, the Company recorded losses of $848,000 and $1,612,000, respectively, on equity method investment related to this joint venture. In accordance with U.S. GAAP, since we are committed to provide future capital contributions to Doran Canterbury I, we also present as a liability in the accompanying Condensed Consolidated Balance Sheets the net balance recorded for our share of Doran Canterbury I's losses in excess of the amount funded into Doran Canterbury I, which was $6,853,000 and $5,016,000 at June 30, 2025 and December 31, 2024, respectively. See Note 9 of Notes to Financial Statements for a summary of member loans to Doran Canterbury I.

We are a party to a contribution and indemnity agreement with affiliates of Doran relating to debt financing by Doran Canterbury I as borrower, which is guaranteed by Doran affiliates. Under the contribution and indemnity agreement, as amended, the Company is obligated to reimburse and indemnify each loan guarantor for any amounts paid by such loan guarantor to the lender on debt financing by Doran Canterbury I, up to a maximum of $7,500,000 as of June 30, 2025. See Note 6. "Commitments and Contingencies."

Doran Canterbury II, LLC

In connection with the execution of the Amended Doran Canterbury I Agreement, on August 18, 2018, Canterbury Development LLC entered into an Operating Agreement with Doran Shakopee, LLC as the two members of a Minnesota limited liability company entitled Doran Canterbury II, LLC ("Doran Canterbury II"). The Operating Agreement was amended and restated by the members effective July 30, 2020. On September 30, 2020, Canterbury Development LLC contributed approximately 10 acres of land as its equity contribution in the Doran Canterbury II joint venture and became a 27.4% equity member. Doran Canterbury II has completed developing Phase II of the project which includes an additional 300 apartment units. As the Company is able to assert significant influence, but not control, over Doran Canterbury II's operational and financial policies, the Company accounts for the joint venture as an equity method investment. For the three and six months ended June 30, 2025, the Company recorded losses of $463,000 and $975,000, respectively, on equity method investment related to this joint venture. For the three and six months ended June 30, 2024, the Company recorded losses of $232,000 and $417,000, respectively, on equity method investment related to this joint venture. Under the Operating Agreement, we are required to provide future member loans to Doran Canterbury II to cover the costs of construction or operating deficiencies. See Note 9 of Notes to Financial Statements for a summary of member loans to Doran Canterbury II.

We are a party to a contribution and indemnity agreement with affiliates of Doran relating to debt financing by Doran Canterbury II as borrower, which is guaranteed by Doran affiliates. Under the contribution and indemnity agreement, as amended, the Company is obligated to reimburse and indemnify each loan guarantor for any amounts paid by such loan guarantor to the lender on debt financing by Doran Canterbury II, up to a maximum of $1,000,000 as of June 30, 2025. See Note 6. "Commitments and Contingencies."

Canterbury DBSV Development, LLC

On June 16, 2020, Canterbury Development LLC, entered into an Operating Agreement with an affiliate of Greystone Construction, as the two members of a Minnesota limited liability company named Canterbury DBSV Development, LLC ("Canterbury DBSV"). Canterbury DBSV was formed as part of a joint venture between Greystone and Canterbury Development LLC for a multi-use development on the 13-acre land parcel located on the southwest portion of the Company's racetrack. Canterbury Development LLC's equity contribution to Canterbury DBSV was approximately 13 acres of land, which were contributed to Canterbury DBSV on July 1, 2020. In connection with its contribution, Canterbury Development became a 61.87% equity member in Canterbury DBSV. As the Company is able to assert significant influence, but not control, over Canterbury DBSV's operational and financial policies, the Company accounts for the joint venture as an equity method investment. Canterbury DBSV has since entered into multiple other joint venture investments, all related to the multi-use development of the 13-acre parcel mentioned before. All such investments are accounted for under the equity method by Canterbury DBSV. For the three and six months ended June 30, 2025, the Company recorded losses of $69,000 and $134,000, respectively, on equity method investment related to this joint venture. For the three and six months ended June 30, 2024, the Company recorded a loss of $94,000 and income of $3,000, respectively, on equity method investment related to this joint venture. For the three and six months ended June 30, 2025, the Company also received dividend distributions of $19,000 and $37,000, respectively, related to this joint venture. For the three and six months ended June 30, 2024, the Company received dividend distributions of $13,000 related to this joint venture.

Trackside Investments, LLC

On September 20, 2023, Canterbury Development, entered into an Operating Agreement with Trackside Holdings, LLC as the two members of a Minnesota limited liability company named Trackside Investments, LLC ("Trackside Investments"). Trackside Investments was formed as a joint venture for the development of an approximately 16,000 square foot restaurant and entertainment venue. Canterbury Development, LLC's equity contribution to Trackside Investments was approximately 3.5 acres of land, which were contributed to Trackside Investments on August 20, 2024. In connection with its contribution, Canterbury Development became a 50% equity member in Trackside Investments. In addition, Canterbury Development is guaranteed an annual 6% preferred return on the balance of Canterbury Development's undistributed base capital. As the Company is able to assert significant influence, but not control, over Trackside Investments' operational and financial policies, the Company accounts for the joint venture as an equity method investment. For the three and six months ended June 30, 2025, the Company recorded a loss of $18,000 on equity method investment related to this joint venture. As of June 30, 2024, the proportionate share of Trackside Investments' earnings was immaterial as Trackside Investments was not placed into service until June 2025.

The following table summarizes changes to the Equity investment and Investee losses in excess of equity investment lines on our consolidated balance sheets as of June 30, 2025 and December 31, 2024:

	Equity investment	Investee losses in excess of equity investment	Equity investment, net
Net Equity Investment Balance at 12/31/24	$ 6,976,091	$ (5,016,198)	$ 1,959,893
Q1 Equity investment loss	(576,502)	(996,660)	(1,573,162)
Q2 Equity investment loss	(549,895)	(839,709)	(1,389,604)
Dividends received from investments	(37,295)	—	(37,295)
Net Equity Investment Balance at 6/30/25	$ 5,812,399	$ (6,852,567)	$ (1,040,168)

Tax Increment Financing

On August 8, 2018, the City Council of the City of Shakopee, Minnesota approved a Contract for Private Redevelopment ("Redevelopment Agreement") between the City of Shakopee Economic Development Authority ("Shakopee EDA") and Canterbury Park Holding Corporation and its subsidiary Canterbury Development LLC in connection with a Tax Increment Financing District ("TIF District") that the City had approved in April 2018. The City of Shakopee, the Shakopee EDA and the Company entered into the Redevelopment Agreement on August 10, 2018.

Under the Original Agreement, the Company agreed to undertake a number of specific infrastructure improvements within the TIF District, and the City agreed that a portion of the tax revenue generated from the developed property will be paid to the Company to reimburse it for its expense in constructing these improvements. Under the Original Agreement, the total estimated cost of TIF eligible improvements to be borne by the Company was $23,336,500.

On January 25, 2022, the Company received the fully executed First Amendment to the Contract for Private Redevelopment (the "First Amendment") among the Company, the City of Shakopee, and the Shakopee EDA, which is effective as of September 7, 2021. Under the First Amendment and as part of the authorized changes regarding the responsibilities of the Company and the City, improvements on Unbridled Avenue will be primarily constructed by the City of Shakopee. As a result, the total estimated cost of TIF eligible improvements to be borne by the Company was reduced by $5,744,000 to an amount not to exceed $17,592,881. In order to reimburse the Company for the qualified costs related to constructing the developer improvements, the Authority will issue and the Company will receive a TIF Note in the maximum principal amount of $17,592,881. The First Amendment also memorialized that the Company completed the Shenandoah Drive improvements as required prior to December 31, 2019. The City is obligated to issue bonds to finance the portion of the improvements required to be constructed by the City.

A detailed Schedule of the Public Improvements under the First Amendment, the timeline for their construction and the source and amount of funding is set forth in the First Amendment, which is filed as Exhibit 10.1 of the Form 8-K filed on January 31, 2022. The Company expects to substantially complete the remaining developer improvements by July 17, 2027 and will be reimbursed for costs of the developer improvements incurred by no later than July 17, 2027. The total amount of funding that the Company will be paid as reimbursement under the TIF program for these improvements is not guaranteed, however, and will depend in part on future tax revenues generated from the developed property.

As of June 30, 2025, the Company recorded a TIF receivable of approximately $19,819,000, which represents $16,037,000 of principal and $3,782,000 of interest. Management believes future tax revenues generated from current development activity will exceed the Company's development costs and thus, management believes no allowance related to this receivable is necessary. As of December 31, 2024, the Company recorded a TIF receivable of approximately $18,898,000, which represented $15,551,000 of principal and $3,347,000 of interest.

The Company expects to finance its improvements under the Redevelopment Agreement with funds from its current operating resources and existing credit facility and, potentially, third-party financing sources.

8. LEASES

The Company determines if an arrangement is a lease or contains a lease at inception. The Company leases some office equipment under finance leases. We also lease equipment related to our horse racing operations under operating leases. For lease accounting purposes, we do not separate lease and nonlease components, nor do we record operating or finance lease assets and liabilities for short term leases.

As our leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date to determine the present value of lease payments. We recognize expense for operating leases on a straight-line basis over the lease term. The Company's lease agreements do not contain any variable lease payments, material residual value guarantees or any restrictive covenants.

Lease costs related to operating leases were $11,276 and $10,714, respectively, for the six months ended June 30, 2025 and 2024. The total lease expenses for leases with a term of twelve months or less for which the Company elected not to recognize a lease asset or liability was $250,613 and $227,886 for the six months ended June 30, 2025 and 2024, respectively.

Lease costs included in depreciation and amortization related to our finance leases were $18,091 and $10,666 for the six months ended June 30, 2025 and 2024, respectively. Interest expense related to our finance leases was immaterial.

The following table shows the classification of the right of use assets on our consolidated balance sheets:

	Balance Sheet Location	**June 30, 2025**	**December 31, 2024**
Assets			
Finance	Land, buildings and equipment, net (1)	$ 134,005	$ 150,132
Operating	Operating lease right-of-use assets	16,731	27,674
Total Leased Assets		$ 150,736	$ 177,806

1 – Finance lease assets are net of accumulated amortization of $46,905 and $30,779 as of June 30, 2025 and December 31, 2024, respectively.

The following table shows the lease terms and discount rates related to our leases:

	June 30, 2025	**December 31, 2024**
Weighted average remaining lease term (in years):		
Finance	3.5	4.0
Operating	0.3	0.4
Weighted average discount rate (%):		
Finance	8.5%	8.5%
Operating	8.0%	8.0%

The maturity of operating leases and finance leases as of June 30, 2025 are as follows:

Six Months Ended June 30,	Operating leases	Finance leases
2025 remaining	$ 16,952	$ 22,223
2026	—	44,447
2027	—	44,447
2028	—	44,251
2029 and beyond	—	—
Total minimum lease obligations	16,952	155,368
Less: amounts representing interest	(221)	(21,363)
Present value of minimum lease payments	16,731	134,005
Less: current portion	(16,731)	(34,375)
Lease obligations, net of current portion	$ —	$ 99,630

9. RELATED PARTY RECEIVABLES

Since 2019, the Company has made member loans to the Doran Canterbury I and the Doran Canterbury II joint ventures totaling approximately $4,039,000 and $3,812,000 as of June 30, 2025 and December 31, 2024, respectively. These member loans bear interest at the rate equal to the Prime Rate plus two percent per annum, and accrued interest totaled $1,082,000 and $898,000 as of June 30, 2025 and December 31, 2024, respectively. For the three and six months ended June 30, 2025, the Company recorded interest income of $94,000 and $184,000, respectively, related to these member loans. For the three and six months ended June 30, 2024, the Company recorded interest income of $94,000 and $175,000, respectively, related to these member loans. The Company expects to be fully reimbursed for these member loans as and when the joint ventures achieve positive cash flow. Under the Operating Agreements for Doran Canterbury I and Doran Canterbury II, the joint ventures must repay member loans before payments to members in accordance with their percentage interests.

The Company has also recorded related party receivables of approximately $19,000 and $34,000 as of June 30, 2025 and December 31, 2024, respectively, for various related costs incurred by the Company. The Company expects to be fully reimbursed for these costs by the related parties in the following year.

10. SUBSEQUENT EVENTS

On July 4, 2025, the One Big Beautiful Bill Act (the "OBBBA" or the "Act") was signed into law. The OBBBA includes numerous changes to U.S. corporate income tax law, including but not limited to: permanent 100% bonus depreciation for qualified property, immediate expensing of domestic research and experimental expenditures, modifications to the limitation on business interest expense, increased Section 179 expensing limits, and expanded limitations on the deductibility of executive compensation under IRC Section 162(m). The legislation has multiple effective dates, with certain provisions effective in 2025 and other effective through 2027. We will evaluate all deferred tax balances under the newly enacted tax law and identify any changes required to our financial statements as a result of the OBBBA. We are still evaluating the impact of the OBBBA on our consolidated financial statements.

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to help the reader understand Canterbury Park Holding Corporation and its subsidiaries, our operations, our financial results and financial condition and our present business environment. This MD&A is provided as a supplement to, and should be read in conjunction with, our condensed consolidated financial statements and the accompanying notes to the financial statements (the "Notes").

Overview:

Canterbury Park Holding Corporation (the "Company," "we," "our," or "us") conducts pari-mutuel wagering operations and hosts "unbanked" card games at its Canterbury Park Racetrack and Casino facility (the "Racetrack") in Shakopee, Minnesota, which is approximately 20 miles southwest of downtown Minneapolis. The Racetrack is the only facility in the State of Minnesota that offers live pari-mutuel thoroughbred and quarter horse racing.

The Company's pari-mutuel wagering operations include both wagering on thoroughbred and quarter horse races during live meets at the Racetrack each year from May through September, and year-round wagering on races held at out-of-state racetracks that are televised simultaneously at the Racetrack ("simulcasting"). Unbanked card games, in which patrons compete against each other, are hosted in the Casino at the Racetrack. The Casino typically operates 24 hours a day, seven days a week. The Casino offers both poker and table games at up to 80 tables. The Company also derives revenues from related services and activities, such as concessions, parking, advertising signage, publication sales, and from other entertainment events and activities held at the Racetrack.

Operations Review for the Three and Six Months Ended June 30, 2025:

Revenues:

Total net revenues for the three months ended June 30, 2025 were $15,666,000, a decrease of $537,000, or 3.3%, compared to total net revenues of $16,202,000 for the three months ended June 30, 2024. Total net revenues for the six months ended June 30, 2025 were $28,807,000, a decrease of $1,493,000, or 4.9%, compared to total net revenues of $30,300,000 for the six months ended June 30, 2024. See below for a further discussion of our sources of revenues.

Casino Revenue:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Poker Games Collection	$ 1,827,000	$ 1,934,000	$ 3,751,000	$ 3,810,000
Other Poker Revenue	701,000	740,000	1,510,000	1,451,000
Total Poker Revenue	2,528,000	2,674,000	5,261,000	5,261,000
Table Games Collection	5,654,000	6,320,000	11,127,000	13,216,000
Other Table Games Revenue	1,307,000	851,000	2,293,000	1,424,000
Total Table Games Revenue	6,961,000	7,171,000	13,420,000	14,640,000
Total Casino Revenue	$ 9,489,000	$ 9,845,000	$ 18,681,000	$ 19,901,000

The primary source of Casino revenue is a percentage of the wagers received from players as compensation for providing the Casino facility and services, which is referred to as "collection revenue." Other Poker Revenue and Other Table Games Revenue presented above includes fees collected for the administration of tournaments and the poker jackpot and amounts earned as reimbursement of the administrative costs of maintaining table games jackpot funds, respectively.

As indicated by the table above, total Casino revenue decreased $356,000, or 3.6%, and decreased $1,220,000, or 6.1%, for the three and six months ended June 30 , 2025, respectively, compared to the same periods in 2024. The decrease for the three and six months ended June 30 , 2025 can be primarily attributed to both a decrease in drop, due to increased competition, and a lower average collection revenue rate in table games, somewhat offset by an increase in our other table games revenue due to increases related to our progressive jackpot revenue.

Pari-Mutuel Revenue:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
Simulcast	$ 1,030,000	$ 1,148,000	$ 1,812,000	$ 2,014,000
Live Racing	442,000	540,000	442,000	540,000
Guest Fees	398,000	537,000	398,000	537,000
Other revenue	393,000	374,000	690,000	682,000
Total Pari-Mutuel Revenue	$ 2,263,000	$ 2,599,000	$ 3,342,000	$ 3,773,000

Total pari-mutuel revenue decreased $336,000, or 12.9%, and decreased $431,000, or 11.4%, for the three and six months ended June 30, 2025, respectively, compared to the same periods in 2024. The decrease for the three and six months ended June 30, 2025 can be primarily attributed to both decreased live race days year-over-year (14 race days in 2025 compared to 17 race days in 2024) and lower simulcast revenues which is related to less overall race days for other race tracks across the country compared to the same periods in 2024.

Food and Beverage Revenue:

Food and beverage revenue decreased $33,000, or 1.6%, and decreased $136,000, or 3.5%, for the three and six months ended June 30, 2025, respectively, compared to the same periods in 2024. The decreases for both periods are primarily related to lower Casino revenues and fewer live race days noted above.

Other Revenue:

Other revenues, consisting of admission revenues, corporate sponsorships, space rentals, and other miscellaneous activities, increased $189,000, or 11.4%, and increased $295,000, or 10.5%, for the three and six months ended June 30, 2025, respectively, compared to the same periods in 2024. The increases are primarily due to admission revenue increases related to hosting large scale special events that took place in the first half of 2025.

Operating Expenses:

Total operating expenses increased $154,000, or 1.0%, and increased $310,000, or 1.1%, for the three and six months ended June 30, 2025, respectively, compared to the same periods in 2024. The following paragraphs provide further detail regarding certain operating expenses.

Purse expense decreased $341,000, or 14.8%, and decreased $472,000, or 12.8%, for the three and six months ended June 30, 2025, respectively, compared to the same periods in 2024. The decreases are primarily due to the decreased Casino and pari-mutuel revenues noted above.

Salaries and benefits increased $111,000, or 1.6%, and increased $270,000, or 2.1%, for the three and six months ended June 30, 2025, respectively, compared to the same periods in 2024. The increases are primarily due to annual wage increases along with the State of Minnesota annual mandated increase in the minimum wage.

Depreciation and amortization increased $97,000, or 10.9%, and increased $178,000, or 10.2%, for the three and six months ended June 30, 2025, respectively, compared to the same periods in 2024. The increases are primarily due to placing larger fixed assets into service related to our barn relocation and redevelopment plan in the second quarters of both 2024 and 2025.

Advertising and marketing costs increased $165,000, or 40.8%, and increased $200,000, or 36.5%, for the three and six months ended June 30, 2025, respectively, compared to the same periods in 2024. The increases are primarily due to implementing new Casino promotions to attract and retain new players.

Professional and contracted services increased $151,000, or 10.5%, and increased $110,000, or 4.1%, for the three and six months ended June 30, 2025, respectively, compared to the same periods in 2024. The increases are primarily due to increased live racing regulation costs from the Horseracing Integrity and Safety Authority.

Other Income (Loss), Net:

Other loss, net, for the three months ended June 30, 2025 was $910,000, a decrease of $268,000, compared to other loss, net, of $642,000 for the three months ended June 30, 2024. Other loss, net, for the six months ended June 30, 2025 was $2,040,000, a decrease of $1,084,000, compared to other loss, net, of $956,000 for the six months ended June 30, 2024. The decreases compared to the comparable periods of 2024 are primarily due to depreciation expense and debt service costs from our Doran Canterbury II joint venture as it became fully operational during the second quarter of 2024.

Income Taxes:

The Company recorded a provision for income taxes with a benefit of $151,000 and expense of $142,000 for the three months ended June 30, 2025 and 2024, respectively. The Company recorded a provision for income taxes with a benefit of $332,000 and expense of $592,000 for the six months ended June 30, 2025 and 2024, respectively. We record our quarterly provision for income taxes based on our estimated annual effective tax rate for the year. The income tax benefit for the three and six months ended June 30, 2025 compared to the income tax expense for the same periods in 2024 is primarily due to a decrease in income before taxes from operations and a federal interest income tax refund in the first quarter of 2025. Our effective tax rate was 31.6% and 34.6% for three and six months ended June 30, 2025, respectively. Our effective tax rate was 29.6% and 30.7% for three and six months ended June 30, 2024, respectively.

Net (Loss) Income:

The Company recorded a net loss of $327,000, or $0.06 per basic and diluted share and $627,000, or $0.12 per basic and diluted share, for the three and six months ended June 30, 2025, respectively. The Company recorded net income of $338,000, or $0.07 per basic and diluted share and $1,336,000, or $0.27 per basic and diluted share, for the three and six months ended June 30, 2024, respectively.

EBITDA

To supplement our financial statements, we also provide investors with information about our EBITDA and Adjusted EBITDA, each of which is a non-GAAP measure, which excludes certain items from net income, a GAAP measure. See the table below, which presents reconciliations of these measures to the GAAP equivalent financial measures. We define EBITDA as earnings before interest, income tax expense, and depreciation and amortization. We also compute Adjusted EBITDA, which reflects additional adjustments to Net Income to eliminate unusual or non-recurring items, as well as items relating to our real estate development operations and we believe the exclusion of these items allows for better comparability of our performance between periods and is useful in allowing greater transparency related to a significant measure used by management in its financial and operational decision-making. Adjusted EBITDA has economic substance because it is used by management as a performance measure to analyze the performance of our business, excluding the impact of our real estate segment, and provides a perspective on the current effects of operating decisions relating to our core, non-real estate business. For the three and six months ended June 30, 2025 and 2024, Adjusted EBITDA excluded stock-based compensation, as well as depreciation and amortization relating to equity investments, and interest expense related to equity investments. Neither EBITDA nor adjusted EBITDA is a measure of performance calculated in accordance with GAAP and should not be considered an alternative to, or more meaningful than, net income as an indicator of our operating performance. EBITDA is presented as a supplemental disclosure because we believe that, when considered with measures calculated in accordance with GAAP, EBITDA and Adjusted EBITDA provide a more complete understanding of our operating results before the impact of investing and financing transactions and income taxes, and it is a widely used measure of performance and a basis for valuation of companies in our industry. Moreover, other companies that provide EBITDA or Adjusted EBITDA information may calculate EBITDA or Adjusted EBITDA differently than we do.

The following table sets forth a reconciliation of net income, a GAAP financial measure, to EBITDA and to adjusted EBITDA (defined above) which are non-GAAP financial measures, for the three and six months ended June 30, 2025 and 2024:

Summary of EBITDA Data

	Three Months Ended June 30,		Six Months Ended June 30,	
	2025	2024	2025	2024
NET (LOSS) INCOME	$ (327,406)	$ 338,286	$ (626,616)	$ 1,336,440
Interest income, net	(479,380)	(532,570)	(922,661)	(1,071,097)
Income tax (benefit) expense	(151,000)	142,000	(332,000)	592,000
Depreciation and amortization	986,418	889,073	1,917,906	1,740,059
EBITDA	28,632	836,789	36,629	2,597,402
Stock-based compensation	426,298	368,893	808,755	715,358
Depreciation and amortization related to equity investments	678,733	535,164	1,451,026	1,062,789
Interest expense related to equity investments	739,540	666,507	1,516,075	1,244,822
ADJUSTED EBITDA	$ 1,873,203	$ 2,407,353	3,812,485	5,620,371

Adjusted EBITDA decreased $534,000, or 22.2%, and decreased $1,808,000, or 32.2%, for the three and six months ended June 30, 2025, compared to the same periods in 2024. The decrease in Adjusted EBITDA is primarily due to an overall decrease in income from operations. For the three and six months ended June 30, 2025, Adjusted EBITDA as a percentage of net revenue was 12.0% and 13.2%, respectively. For the three and six months ended June 30, 2024, Adjusted EBITDA as a percentage of net revenue was 14.9% and 18.5%, respectively.

Contingencies:

The Company continues to analyze the feasibility of various options related to the development of our underutilized land. The Company may incur substantial costs during the feasibility and predevelopment process, but the Company believes available funds are sufficient to cover the near-term costs. See Liquidity and Capital Resources for more information on liquidity and capital resource requirements.

Liquidity and Capital Resources:

The Company's primary source of liquidity and capital resources have been and are expected to be cash flow from operations and cash available under our revolving line of credit. The Company has a line of credit and security agreement with a financial institution. The agreement was amended as of February 28, 2021 to extend the maturity date to January 31, 2024 and increase its revolving credit line up to $10,000,000. The line of credit was collateralized by all receivables, inventory, equipment, and general intangibles of the Company, as well as a mortgage on certain real property. The credit agreement contains covenants requiring the Company to maintain certain financial ratios. The general credit and security agreement was further amended as of January 31, 2024 to extend the maturity date to January 31, 2027 and reduce the maximum borrowing under the line of credit to $5,000,000. In connection with the amendment, the financial institution terminated a mortgage to release certain Company real property as collateral and the parties entered into a negative pledge agreement under which the Company agreed not to create any liens or encumbrances on certain Company real property. As of June 30, 2025, the outstanding balance on the line of credit was $0. As of June 30, 2025, the Company was in compliance with the financial covenants of the credit and security agreement.

The Company's cash, cash equivalents, and restricted cash balance at June 30, 2025 was $18,383,000 compared to $13,687,000 as of December 31, 2024. In August 2023, the Company received approval for a three-phase barn relocation and redevelopment plan totaling approximately $15 million over the course of two years. As of June 30, 2025, the Company has substantially completed the project, with estimated remaining costs of approximately $1,000,000. In addition, the Company expects to spend the remaining $1,555,000 in tax increment financing over the next six months for the completion of the private redevelopment plan. The Company believes that unrestricted funds available in its cash accounts, amounts available under its revolving line of credit, along with funds generated from operations and potential future land sales, will be sufficient to satisfy its ongoing liquidity and capital resource requirements for regular operations, as well as these planned development expenses for at least the next twelve months. Furthermore, if the Company engages in additional significant real estate development, significant improvements to its facilities, the Racetrack or surrounding grounds, or strategic growth or diversification transactions, additional financing would more than likely be required and the Company may seek this additional financing through joint venture arrangements, through incurring debt, or through an equity financing, or a combination of any of these.

Operating Activities

Trends in our operating cash flows tend to follow trends in operating income but can be affected by changes in working capital, the timing of significant interest payments, and tax payments or refunds. Net cash provided by operating activities for the six months ended June 30, 2025 was $7,756,000, primarily as a result of the following: the Company reported a net loss of $627,000, depreciation and amortization of $1,918,000, a loss from equity investment of $2,963,000, and stock-based compensation and 401(k) match totaling $809,000. The Company also experienced an increase in payable to horsepersons of $2,396,000 and an increase in deferred revenue of $781,000, both primarily due to the timing of our live racing season. This was offset by an increase in accounts receivable of $527,000, also due to the timing of our live racing season, and an increase in TIF receivable of $434,000, related to the interest accrued, for the six months ended June 30, 2025.

Net cash provided by operating activities for the six months ended June 30, 2024 was $7,010,000, primarily as a result of the following: the Company reported net income of $1,336,000, depreciation of $1,740,000, a loss from equity investment of $2,027,000, and stock-based compensation and 401(k) match totaling $715,000. Primarily due to the timing of our live racing season, the Company also experienced an increase in payable to horsepersons of $2,887,000, offset by an increase in accounts receivable of $795,000 and in TIF receivable of $702,000 for the six months ended June 30, 2024.

Investing Activities

Net cash used in investing activities for the six months ended June 30, 2025 was $2,377,000, primarily due to additions to land, buildings, and equipment of $2,032,000 and an increase in TIF eligible improvements of $486,000, both of which are associated with the redevelopment plan, an increase in related party receivable of $396,000, primarily due to additional member loans and interest related to the member loans, and purchases of short-term investments of $4,500,000. This was partially offset by proceeds from the sale of short-term investments of $5,000,000.

Net cash used in investing activities for the six months ended June 30, 2024 was $6,689,000, primarily due to additions to land, buildings, and equipment of $5,810,000 and an increase in related party receivables of $846,000.

Financing Activities

Net cash used in financing activities for the six months ended June 30, 2025 was $683,000, primarily due to cash dividends paid to shareholders and payments for taxes of equity awards. The Company declared a cash dividend of $0.07 per share payable during the three months ended June 30, 2025.

Net cash used in financing activities for the six months ended June 30, 2024 was $697,000, primarily due to cash dividends paid to shareholders and payments for taxes of equity awards. The Company declared a cash dividend of $0.07 per share payable during the three months ended June 30, 2024.

Critical Accounting Estimates:

The preparation of the Condensed Consolidated Financial Statements in accordance with GAAP requires us to make estimates and judgments that are subject to an inherent degree of uncertainty. The nature of the estimates and assumptions are material due to the levels of subjectivity and judgment necessary to account for highly uncertain factors or the susceptibility of such factors to change.

These accounting estimates are described in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Annual Report on Form 10-K for the year ended December 31, 2024. Management made no changes to the Company's critical accounting estimates during the quarter ended June 30, 2025. In applying its critical accounting estimates, management reassesses its estimates each reporting period based on available information. Changes in these estimates did not have a significant impact on earnings for the quarter ended June 30, 2025.

The development and selection of critical accounting estimates, and the related disclosures, have been reviewed with the Audit Committee of our Board of Directors. We believe the current assumptions and other considerations used to estimate amounts reflected in our Condensed Consolidated Financial Statements are appropriate. However, if actual experience differs from the assumptions and other considerations used in estimating amounts reflected in our Condensed Consolidated Financial Statements, the resulting changes could have a material adverse effect on our financial condition, results of operations and cash flows.

Estimate of the allowance for doubtful accounts - Property Tax Increment Financing "TIF" Receivable

As of June 30, 2025, the Company recorded a TIF receivable on its Consolidated Balance Sheet of approximately $19,819,000, which represents $16,037,000 of principal and $3,782,000 of interest. The TIF receivable requires significant management estimates and judgement pertaining to whether an allowance for doubtful accounts is necessary. The TIF receivable was generated in connection with the Contract for Private Redevelopment, in which the City of Shakopee has agreed that a portion of the future tax increment revenue generated from the developed property around the Racetrack will be paid to the Company to reimburse it for expenses in constructing public infrastructure improvements.

The Company typically performs an annual collectability analysis of the TIF receivable in the fourth quarter of each year, or more frequently if indicators of potential uncollectability exist. The Company utilizes the assistance of a third party to assist with the projected tax increments. The quantitative analysis includes assumptions based on the market values of the completed development projects within Canterbury Commons, which derives the future projected tax increment revenue. The Company uses the analysis to determine if the future tax increment revenue will exceed the Company's development costs on infrastructure improvements. As a result of our analysis for the year ended December 31, 2024, management believes the TIF receivable will be fully collectible and no allowance related to this receivable is necessary. There were no indicators of potential uncollectability for the three months ended June 30, 2025.

Redevelopment Agreement:

As mentioned above in Note 7 of Notes to Financial Statements, on August 10, 2018, the City of Shakopee, the City of Shakopee Economic Development Authority, and the Company entered into a Redevelopment Agreement in connection with a Tax Increment Financing District ("TIF District") that the City had approved in April 2018. Under the Redevelopment Agreement, the Company has agreed to undertake a number of specific infrastructure improvements within the TIF District, including the development of public streets, utilities, sidewalks, and other public infrastructure and the City of Shakopee agreed that a portion of the tax revenue generated from the developed property will be paid to the Company to reimburse it for its expense in constructing these improvements. The Company expects to finance its improvements under the Redevelopment Agreement with funds from its current operating resources and existing credit facility and, potentially, third-party financing sources.

On January 25, 2022, the Company received the fully executed First Amendment to the Contract for Private Redevelopment among the Company, the City of Shakopee, and the Shakopee EDA, which is effective as of September 7, 2021. Under the First Amendment and as part of the authorized changes regarding the responsibilities of the Company and the City, improvements on Unbridled Avenue will be primarily constructed by the City of Shakopee. As a result, the total estimated cost of TIF eligible improvements to be borne by the Company was reduced by $5,744,000 to an amount not to exceed $17,592,881.

Forward-Looking Statements:

From time-to-time, in reports filed with the Securities and Exchange Commission, in press releases, and in other communications to shareholders or the investing public, we may make forward-looking statements concerning possible or anticipated future financial performance, prospective business activities or plans that are typically preceded by words such as "believes," "expects," "anticipates," "intends" or similar expressions. For these forward-looking statements, we claim the protection of the safe harbor for forward-looking statements contained in federal securities laws. Shareholders and the investing public should understand that these forward-looking statements are subject to risks and uncertainties that could affect our actual results and cause actual results to differ materially from those indicated in the forward-looking statements. These risks and uncertainties include, but are not limited to:

- We may not be successful at implementing our growth strategy.
- Our business is sensitive to reductions in discretionary consumer spending as a result of downturns in the economy and other factors outside of our control.
- We have experienced a decrease in revenue and profitability from live racing.
- We may not be able to attract a sufficient number of horses and trainers to achieve above average field sizes.
- We face significant competition, both directly from other racing and gaming operations and indirectly from other forms of entertainment and leisure time activities, which could have a material adverse effect on our operations.
- Nationally, the popularity of horse racing has declined.
- A lack of confidence in the integrity of our core businesses could affect our ability to retain our customers and engage with new customers.
- Horse racing is an inherently dangerous sport and our racetrack is subject to personal injury litigation.
- Our business depends on using totalizator services.

- Inclement weather and other conditions may affect our ability to conduct live racing.
- We are subject to changes in the laws that govern our business, including the possibility of an increase in gaming taxes, which would increase our costs, and changes in other laws may adversely affect our ability to compete.
- We are subject to extensive regulation from gaming authorities that could adversely affect us.
- We rely on the efforts of our partner Doran for the development and profitable operation of our Triple Crown Residences at Canterbury Park joint venture.
- We rely on the efforts of our partner Greystone Construction for a new development project.
- We may not be successful in executing our real estate development strategy.
- We are obligated to make improvements in the TIF district and will be reimbursed only to the extent of future tax revenue.
- We face competition from other real estate developers.
- We may be adversely affected by the effects of inflation
- Our success may be affected if we are not able to attract, develop and retain qualified personnel.
- The payment and amount of future dividends is subject to Board of Director discretion and to various risks and uncertainties.
- Our information technology and other systems are subject to cyber security risk including misappropriation of customer information or other breaches of information security.
- We process, store, and use personal information and other data, which subjects us to governmental regulation and other legal obligations related to privacy, and our actual or perceived failure to comply with such obligations could harm our business.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not Applicable.

ITEM 4: CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures:

The Company's President and Chief Executive Officer, Randall D. Sampson, and Chief Financial Officer, Randy J. Dehmer, have reviewed the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based upon this review, these officers have concluded that the Company's disclosure controls and procedures are effective.

(b) Changes in Internal Control over Financial Reporting:

There have been no significant changes in our internal control over financial reporting (as defined in Rules 13a-15(f) under the Exchange Act) that occurred during our fiscal quarter ended June 30, 2025 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**

Not Applicable.

Item 1A. **Risk Factors**

The most significant risk factors applicable to the Company are described in Part I, Item 1A "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2024. There have been no material changes from the risk factors previously disclosed.

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

Not Applicable.

Item 3. **Defaults upon Senior Securities**

Not Applicable.

Item 4. **Mine Safety Disclosures**

Not Applicable.

Item 5. **Other Information**

During the three months ended June 30, 2025, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 6. **Exhibits**

31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (rules 13a-14 and 15d-14 of the Exchange Act).
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (rules 13a-14 and 15d-14 of the Exchange Act).
32	Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).
99.1	Press Release dated August 7, 2025 announcing 2025 First Quarter Results.
101	The following financial information from Canterbury Park Holding Corporation's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2025, formatted in Inline eXtensible Business Reporting Language XBRL: (i) Condensed Consolidated Balance Sheets as of June 30, 2025 and December 31, 2024, (ii) Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2025 and June 30, 2024, (iii) Condensed Consolidated Statements of Stockholders' Equity for the Three and Six Months Ended June 30, 2025 and June 30, 2024, (iv) Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2025 and June 30, 2024, and (v) Notes to Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

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.

Canterbury Park Holding Corporation

Dated: August 8, 2025

/s/ Randall D. Sampson
Randall D. Sampson
President and Chief Executive Officer (principal executive officer)

Dated: August 8, 2025

/s/ Randy J. Dehmer
Randy J. Dehmer
Chief Financial Officer (principal financial officer, principal accounting officer)

Exhibit 31.1

CERTIFICATION

I, Randall D. Sampson certify that:

1. I have reviewed this quarterly report on Form 10-Q of Canterbury Park Holding Corporation;

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. I am 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 on an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and;

5. I have disclosed, based on my 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.

Dated: August 8, 2025

CANTERBURY PARK HOLDING CORPORATION

/s/ Randall D. Sampson

Randall D. Sampson
President and Chief Executive Officer (principal executive officer)

Exhibit 31.2

CERTIFICATION

I, Randy J. Dehmer certify that:

1. I have reviewed this quarterly report on Form 10-Q of Canterbury Park Holding Corporation;

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. I am 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 on an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and;

5. I have disclosed, based on my 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.

Dated: August 8, 2025

CANTERBURY PARK HOLDING CORPORATION

/s/ Randy J. Dehmer

Randy J. Dehmer
Chief Financial Officer (principal financial officer, principal accounting officer)

Exhibit 32

CERTIFICATION

Pursuant to 18 U.S.C. 1350, the undersigned Chief Executive Officer and Chief Financial Officer of Canterbury Park Holding Corporation (the "Company") herby certifies that:

(1) The accompanying quarterly report on Form 10-Q for the period ended June 30, 2025 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the accompanying Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

CANTERBURY PARK HOLDING CORPORATION

Dated: August 8, 2025

/s/ Randall D. Sampson
Randall D. Sampson
President and Chief Executive Officer (principal executive officer)

Dated: August 8, 2025

/s/ Randy J. Dehmer
Randy J. Dehmer
Chief Financial Officer (principal financial officer, principal accounting officer)

Exhibit 99.1

CANTERBURY PARK SHAKOPEE, MINN

Canterbury Park Holding Corporation Reports Second Quarter Results

Shakopee, MN – August 7, 2025 – Canterbury Park Holding Corporation ("Canterbury" or the "Company") (Nasdaq: CPHC) today reported financial results for the three and six months ended June 30, 2025.

($ in thousands, except per share data and percentages)

	Three Months Ended June 30,			Six Months Ended June 30,		
	2025	2024	Change	2025	2024	Change
Net revenues	$ 15,666	$ 16,202	(3.3%)	$ 28,807	$ 30,300	(4.9%)
Net (loss) income	$ (327)	$ 338	(196.8%)	$ (627)	$ 1,336	(146.9%)
Adjusted EBITDA (1)	$ 1,873	$ 2,407	(22.2%)	$ 3,812	$ 5,620	(32.2%)
Basic EPS	$ (0.06)	$ 0.07	(195.3%)	$ (0.12)	$ 0.27	(146.2%)
Diluted EPS	$ (0.06)	$ 0.07	(195.3%)	$ (0.12)	$ 0.27	(146.2%)

(1) Adjusted EBITDA, a non-GAAP measure, excludes certain items from net income, a GAAP measure. Non-GAAP financial measures are not intended to be considered in isolation from, a substitute for, or superior to GAAP results. Definitions, disclosures, and reconciliations of non-GAAP financial information are included later in the release. Adjusted EBITDA margin is Adjusted EBITDA as a percentage of net revenues.

Management Commentary

"Throughout the first half of 2025, we remained focused on our development and growth strategies and mitigating the impact of increased competition. Second quarter revenues of $15.7 million reflect a smaller year-over-year decline versus the first quarter of 2025. Similar to the first quarter, our second quarter results reflect the competitive environment in addition to the impact of fewer live race days versus the prior year period. Notably, casino visits and player counts remain relatively stable though betting levels declined. Adjusted EBITDA of $1.9 million resulted in an adjusted EBITDA margin of 12.0%, slightly lower than the prior year period, partially reflecting the costs to ramp up our casino marketing efforts that are delivering some early signs of success," said Randy Sampson, President and Chief Executive Officer of Canterbury Park.

"For the casino business, we are re-calibrating and expanding our marketing programs to attract and retain new customers, and increase visitation from high-value guests. For our horse racing operations, we finished the barn relocation and are completing several other renovations which are dramatically improving the racing experience and the environment for our horsemen. In our events business, we have already driven record attendance for several 2025 events and intend to further expand our special event offerings with more large-scale events planned for the balance of the year.

"At the same time, we continue to unlock the monetary value of our real estate through our Canterbury Commons expansion, as our vision to transform Canterbury into a premier regional destination to live, play, work and stay continues to take hold. We are exploring additional trackside development opportunities that would add to the nearly 1,000 residential units, five restaurants and breweries, two music and entertainment venues, 57,000 square-feet of office space, and other distinct amenities already open or under construction.

"While our growth and efficiency initiatives are focused on 2025 and beyond, we continue to believe that our record of consistent annual cash flow generation, return of capital through our quarterly cash dividend and strong balance sheet are not fully recognized in our current valuation. Canterbury has no debt and we believe our cash, tax increment financing (TIF) receivables and real estate joint ventures are valued at over $10 per share. In terms of liquidity, we have nearly $17 million, or approximately $3.33 per share, in cash and short-term investments at the end of the 2025 second quarter. We have nearly $20 million, or approximately $3.90 per share, in TIF receivables on our balance sheet at quarter's end, on which we expect to receive payments beginning in the fourth quarter of 2025. Lastly, we have contributed a total of just over $16 million, or approximately $3.17 per share, in land and cash to our real estate joint venture development projects for which we share in the economics. This estimated $10.40 per share value does not include the roughly 50 acres of land held for future development, the current value of which is not fully reflected on our balance sheet due to it being recorded on a cost basis. We remain committed to delighting our guests, serving our residents and driving significant long-term value to our shareholders."

Canterbury Commons Development Update
The Company's barn relocation and redevelopment plan is substantially complete with over 300 new stalls completed and in operation. Swervo Development Corporation continues to make progress on the construction of its state-of-the-art 19,000-seat amphitheater, which will be operated by Live Nation Entertainment. Canterbury is also nearing completion of a new road adjacent to the amphitheater which will unlock the high-value development potential of approximately 25 acres of prime land in that portion of the site.

Residential and commercial construction updates related to joint ventures include:

- Phase II of The Doran Group's upscale Triple Crown Residences at Canterbury Park has leased 95% of its available units. In addition, Phase I of the Triple Crown Residences is now at 42% leased.
- 95% of the 147 units of senior market rate apartments at The Omry at Canterbury are leased.
- The pizza restaurant, fitness center and BBQ restaurant in the 10,000 square-foot commercial building within the Winners Circle development are in their first year of operation and experiencing their first summer business at Canterbury with positive patronage.
- Construction of an additional 28,000 square-foot commercial office building within the Winners Circle development is ongoing. The building is 66% leased and marketing is underway for the remainder of the available space. A certificate of occupancy for the new space is expected in the third quarter of 2025.
- Canterbury's joint venture partner, Trackside Holdings, LLC, completed construction and transferred the building to the operation entity of Boardwalk Kitchen & Bar. The food and beverage and entertainment space of the facility opened in late June and has experienced a strong start and positive reception from the public.

Residential and commercial construction updates related to prior land sales include:

- Pulte Homes of Minnesota continues development on the 45-unit second phase of its row home and townhome residences and all of the remaining lots are under contract and construction.

Developer and partner selection for the remaining 50 acres of Canterbury Commons, including 25 acres that will become available for development following the completion of the new road noted above, continues. Uses for these 50 acres could include office, retail, hotel and restaurants. Canterbury, in partnership with the City of Shakopee, engaged a market study with Hunden Partners to identify the highest and best use for this land. Findings will be articulated into a new masterplan.

Summary of 2025 Second Quarter Operating Results
Net revenues for the three months ended June 30, 2025 decreased 3.3% to $15.7 million, compared to $16.2 million for the same period in 2024. The year-over-year comparison reflects declines of 3.6%, 12.9% and 1.6% in Casino, Pari-mutuel and Food and Beverage revenues, respectively, partially offset by an 11.4% increase in Other revenues. The year-over-year decreases primarily reflect the previously noted increased competition that is impacting Casino revenues, two and a half live race days being cancelled due to inclement weather impacting Pari-mutuel and F&B revenues, while the increase in Other revenues reflects strong admission revenues for live racing and special events in the second quarter.

Operating expenses for the three months ended June 30, 2025 were $15.2 million, an increase of $154,000, or 1.0%, compared to operating expenses of $15.1 million for the same period in 2024. The year-over-year increase in operating expenses primarily reflects increased salaries and wages due to annual wage increases, increased professional and contracted services due to increased costs for state vets and stewards, and increased advertising and marketing costs reflecting the implementation of the Company's expanded and revamped marketing initiatives in the 2025 second quarter. Depreciation expense also increased due to the completion of large capital improvement projects over the past year.

The Company recorded a net loss of $1.4 million and $1.2 million from equity investments for the three months ended June 30, 2025 and 2024, respectively. The loss in both periods is primarily related to the Company's share of depreciation, amortization and interest expense from the Doran Canterbury joint ventures. The increased loss for the three months ended June 30, 2025 is due to the Doran Canterbury II joint venture opening in 2024.

The Company recorded an income tax benefit of $151,000 and income tax expense of $142,000 for the three months ended June 30, 2025 and 2024, respectively. The income tax benefit for the three months ended June 30, 2025 compared to the income tax expense for the same period in 2024 is primarily due to a decrease in income from operations before taxes.

The Company recorded a net loss of $327,000 and a diluted loss per share of $0.06 for the three months ended June 30, 2025. The Company recorded net income of $338,000 and diluted earnings per share of $0.07 for the three months ended June 30, 2024.

Adjusted EBITDA, a non-GAAP measure, was $1.9 million in the 2025 second quarter, compared to $2.4 million in the 2024 second quarter.

Summary of 2025 Year-to-Date Operating Results
Net revenues for the six months ended June 30, 2025, decreased 4.9% to $28.8 million, compared to $30.3 million in the same period last year. The year-over-year comparison reflects declines of 6.1%, 11.4% and 3.5% in Casino, Pari-mutuel and Food and Beverage revenues, respectively, partially offset by a 10.5% increase in Other revenues. The year-over-year decreases primarily reflect the previously noted increased competition that is impacting Casino revenues, two and a half live race days being cancelled due to inclement weather impacting Pari-mutuel and F&B revenues, while the increase in Other revenues reflects strong event admission revenues in the first half of 2025.

Operating expenses for the six months ended June 30, 2025 were $27.7 million, an increase of $310,000, or 1.1%, compared to operating expenses of $27.4 million for the same period in 2024. The year-over-year increase in operating expenses primarily reflects increased salaries and wages due to annual wage increases, increased other operating expenses due to increased property taxes, increased professional and contracted services due to increased costs for state vets and stewards, and higher advertising and marketing costs reflecting the implementation of the Company's expanded and revamped marketing initiatives implemented in 2025. Depreciation expense also increased due to the completion of large capital improvement projects over the past year.

The Company recorded a net loss of $3.0 million and $2.0 from equity investments for the six months ended June 30, 2025 and 2024, respectively. The loss in both periods is primarily related to the Company’s share of depreciation, amortization and interest expense from the Doran Canterbury joint ventures. The increased loss for the six months ended June 30, 2025 is due to the Doran Canterbury II joint venture opening in 2024.

The Company recorded an income tax benefit of $332,000 and income tax expense of $592,000 for the six months ended June 30, 2025 and 2024, respectively. The income tax benefit for the six months ended June 30, 2025 compared to the income tax expense for the same period in 2024 is primarily due to a decrease in income before taxes from operations and a federal interest income tax refund received in the first quarter of 2025.

The Company recorded a net loss of $627,000 and a diluted loss per share of $0.12 for the six months ended June 30, 2025. The Company recorded net income of $1.3 million and diluted earnings per share of $0.27 for the six months ended June 30, 2024.

Adjusted EBITDA, a non-GAAP measure, was $3.8 million for the six months ended June 30, 2025, compared to $5.6 million for the same period in 2024.

Additional Financial Information

Further financial information for the second quarter ended June 30, 2025, is presented in the accompanying tables at the end of this press release. Additional information will be provided in the Company’s Quarterly Report on Form 10-Q that will be filed with the Securities and Exchange Commission on or about August 8, 2025.

Use of Non-GAAP Financial Measures

To supplement our financial statements, we also provide investors with information about our EBITDA and Adjusted EBITDA, each of which is a non-GAAP measure, and which exclude certain items from net income, a GAAP measure. We define EBITDA as earnings before interest, taxes, depreciation and amortization. We define Adjusted EBITDA as earnings before interest income (net of interest expense), income tax expense, depreciation and amortization, as well as excluding stock-based compensation (which includes our 401(k) match expense as this match occurs in Company stock), depreciation and amortization related to equity investments, and interest expense related to equity investments. We define Adjusted EBITDA margin as Adjusted EBITDA as a percentage of net revenues. Neither EBITDA, Adjusted EBITDA, or Adjusted EBITDA margin are measures of performance calculated in accordance with generally accepted accounting principles ("GAAP"), and should not be considered an alternative to, or more meaningful than, net income as an indicator of our operating performance. See the table below, which presents reconciliations of these measures to the GAAP equivalent financial measure, which is net income. We have presented EBITDA as a supplemental disclosure because we believe that, when considered with measures calculated in accordance with GAAP, EBITDA gives investors a more complete understanding of our operating results before the impact of investing and financing transactions and income taxes, and it is a widely used measure of performance and basis for valuation of companies in our industry. Other companies that provide EBITDA information may calculate EBITDA or Adjusted EBITDA differently than we do. We have presented Adjusted EBITDA as a supplemental disclosure because we believe it enables investors to understand and assess our core operating results excluding the effect of these items and is useful to investors in allowing greater transparency related to a significant measure used by management in its financial and operational decision-making. Adjusted EBITDA has economic substance because it is used by management as a performance measure to analyze the performance of our business and provides a perspective on the current effects of operating decisions.

About Canterbury Park

Canterbury Park Holding Corporation (Nasdaq: CPHC) owns and operates Canterbury Park Racetrack and Casino in Shakopee, Minnesota, the only thoroughbred and quarter horse racing facility in the State. The Company generally offers live racing from May to September. The Casino hosts card games 24 hours a day, seven days a week, dealing both poker and table games. The Company also conducts year-round wagering on simulcast horse racing and hosts a variety of other entertainment and special events at its Shakopee facility. The Company is also pursuing a strategy to enhance shareholder value by the ongoing development of approximately 140 acres of underutilized land surrounding the Racetrack that was originally designated for a project known as Canterbury Commons™. The Company is pursuing several mixed-use development opportunities for the remaining underutilized land, directly and through joint ventures. For more information about the Company, please visit www.canterburypark.com.

Cautionary Statement

From time to time, in reports filed with the Securities and Exchange Commission, in press releases, and in other communications to shareholders or the investing public, we may make forward-looking statements concerning possible or anticipated future financial performance, business activities or plans. These statements are typically preceded by the words "believes," "expects," "anticipates," "intends" or similar expressions. For these forward-looking statements, we claim the protection of the safe harbor for forward-looking statements contained in federal securities laws. Shareholders and the investing public should understand that these forward-looking statements are subject to risks and uncertainties which could affect our actual results and cause actual results to differ materially from those indicated in the forward-looking statements. We report these risks and uncertainties in our Annual Report on Form 10-K for the year ended December 31, 2024 filed with the SEC and subsequently filed Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. They include, but are not limited to: we may not be successful in implementing our growth strategy; sensitivity to reductions in discretionary spending as a result of downturns in the economy and other factors; we have experienced a decrease in revenue and profitability from live racing; challenges in attracting a sufficient number of horses and trainers; a lack of confidence in core operations resulting in decreasing customer retention and engagement; personal injury litigation due to the inherently dangerous nature of horse racing; material fluctuations in attendance at the Racetrack; material changes in the level of wagering by patrons; any decline in interest in horse racing or the unbanked card games offered in the Casino; competition from other venues offering racing, unbanked card games or other forms of wagering; competition from other sports and entertainment options; increases in compensation and employee benefit costs; the impact of wagering products and technologies introduced by competitors; the general health of the gaming sector; legislative and regulatory decisions and changes; our ability to successfully develop our real estate, including the effect of competition on our real estate development operations and our reliance on our current and future development partners; our obligation to make improvements in the TIF district that will only be reimbursed to the extent of future tax revenue; temporary disruptions or changes in access to our facilities caused by ongoing infrastructure improvements; inclement weather and other conditions affecting the ability to conduct live racing; technology and/or key system failures; cybersecurity incidents; the general effects of inflation; our ability to attract and retain qualified personnel; dividends that may or may not be issued at the discretion of our Board of Directors; and other factors that are beyond our ability to control or predict.

The forward-looking statements in this press release speak only as of the date of this press release. Except as required by law, Canterbury assumes no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

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- Financial tables follow –

CANTERBURY PARK HOLDING CORPORATION'S
SUMMARY OF OPERATING RESULTS
(UNAUDITED)

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Operating Revenues:				
Casino	$ 9,488,723	$ 9,845,371	$ 18,680,881	$ 19,901,399
Pari-mutuel	2,263,361	2,598,716	3,341,846	3,772,984
Food and Beverage	2,066,758	2,100,231	3,691,511	3,827,380
Other	1,846,892	1,658,077	3,093,128	2,798,621
Total Net Revenues	$ 15,665,734	$ 16,202,395	$ 28,807,366	$ 30,300,384
Operating Expenses	(15,233,916)	(15,080,180)	(27,725,877)	(27,416,295)
Income from Operations	431,818	1,122,215	1,081,489	2,884,089
Other Loss, net	(910,224)	(641,929)	(2,040,105)	(955,649)
Income Tax Benefit (Expense)	151,000	(142,000)	332,000	(592,000)
Net (Loss) Income	$ (327,406)	$ 338,286	$ (626,616)	$ 1,336,440
Basic (Loss) Earnings Per Share	$ (0.06)	$ 0.07	$ (0.12)	$ 0.27
Diluted (Loss) Earnings Per Share	$ (0.06)	$ 0.07	$ (0.12)	$ 0.27

RECONCILIATION OF NET INCOME TO EBITDA AND ADJUSTED EBITDA
(UNAUDITED)

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
NET (LOSS) INCOME	$ (327,406)	$ 338,286	$ (626,616)	$ 1,336,440
Interest income, net	(479,380)	(532,570)	(922,661)	(1,071,097)
Income tax (benefit) expense	(151,000)	142,000	(332,000)	592,000
Depreciation and amortization	986,418	889,073	1,917,906	1,740,059
EBITDA	28,632	836,789	36,629	2,597,402
Stock-based compensation	426,298	368,893	808,755	715,358
Depreciation and amortization related to equity investments	678,733	535,164	1,451,026	1,062,789
Interest expense related to equity investments	739,540	666,507	1,516,075	1,244,822
ADJUSTED EBITDA	$ 1,873,203	$ 2,407,353	$ 3,812,485	$ 5,620,371