OVERPOWER
CARD GAME

2025
COMPREHENSIVE
RULEBOOK

CONTENTS

WELCOME TO THE OVERPOWER UNIVERSE!

Welcome (back) to the OverPower Card Game, the most comprehensive superhero | fantasy | anime | legendary battle simulator in the world of tabletop gaming! In OverPower, choose 4 of your favorite, powerful, legendary, beloved, or infamous characters to team up against your Opponent to achieve victory! OverPower is simple to learn and play, but as strategically deep as poker or chess. Choose your team, build your deck, find an Opponent, and get ready for battle!

A starter deck contains the basics you need for quick play! Buy booster packs to deepen your deckbuilding strategy, or play in limited and draft events with friends to grow your collection. Whatever format you choose - start with our learn to play guide, or read through these comprehensive rules . . . and prepare for combat!

GAME MODES

The new OverPower Card Game has a number of exciting game modes to suit players of all ages, skill levels, and play styles. If you are a younger player or perhaps want a simpler experience focused on the heat of battle, Brawl or Skirmish is for you! If you enjoy starting on 100% equal footing as your Opponent, and the strategy of deckbuilding real time from scratch, Draft Format OverPower is the way to go! But for the traditional, full strategic experience of a collectible card game, traditional competitive play in OverPower is conducted in Venture play, with a number of different card pool and tournament formats (EXAMPLE: Legacy, Silver Age, Golden Age, Modern Age).

For the particular rules of each of these game modes turn to .

THE OBJECTIVE

The goal of OverPower is to unite your 4 characters in combat versus your Opponent's team and use their unique skills and abilities to KO your Opponent's team or achieve your Mission Objectives. Different game modes may handle your Mission Set and its Objectives differently, but OverPower's primary victory condition is always to complete all your Objectives before your Opponent. A second victory condition is to defeat all of your Opponent's Objectives! The 3rd and final victory condition is to K.O. all 4 of your Opponent's characters before they can complete their Objectives!

OverPower is played in hands called battles. A battle consists of players drawing 8 cards and then following the steps of each game phase (see page 11) to determine a winner of that battle. During the game phases of each battle, players are given a chance to place cards face-up in order to build a 'war chest' of playable cards that carries over after each battle. During battle, each player's characters take turns attacking each other using cards from hand or placed cards. After a battle ends, each player's cards remaining in hand are discarded before another hand is drawn and a new battle begins!

However, before we get deeper into gameplay, let's talk about the types of cards you will use in OverPower.

OVERPOWER CARD TYPES

OverPower has several different card types in the game. Let's start with the basic card types that govern how you can build your perfect deck.

CHARACTER CARDS

A Character card represents 1 of the 4 characters that will comprise your team. Characters in OverPower can be heroes, villains, or any other sort of legendary character from Comics, Anime, Fantasy, Legend, or Mythology. As long as they have unique skills, superhuman or otherwise, to help you achieve your Mission Objectives - they can exist in OverPower!

3 Characters will be on your Front Line, while 1 is in Reserve and typically only comes to the Front Line after 1 Character is KO'd (see KO'ing a Character, Page 20). Characters in Reserve typically cannot play any cards unless a special ability or game effect allows them to play cards from Reserve.

A Character Card has 4 Major features. 1) The character's name 2) the character's Power Grid, represented by numerical values for their 4 skills types – Energy, Combat, Brute Force, and Intelligence 3) the character's Threat Level, represented by a number in a gear icon in the lower left corner of the card 4) the character's Inherent Ability – any special abilities a character has that require no card to be played, located at the bottom of the Character card (not all characters have inherent abilities). Inherent abilities are always active regardless of if the character is in the Reserve position or on the front line

A Character's Power Grid represents the character's skill levels in Energy, Combat, Brute Force, and Intelligence as they exist in a normal state each battle. These ratings govern what Power cards the character can play; what Basic, Advanced, Training, Teamwork, and Ally Universe cards they can play; and what Tactic / Artifact cards they can play. For example, a character with a level 8 in a skill type can play any Power card 1-8 within that skill type. They can also play most, if not all, Basic, Advanced and Teamwork Universe cards in that type. However, having a Level 8 grid could prevent them from playing certain Ally or Training cards for that skill type.

A Character's Threat Level governs what characters can be used together for a tournament legal deck. In most game modes, you have 76 threat/deck-building points to work with. Your 4 characters' threat levels added together plus any other costs (other cards like Homebases may have a threat cost as well) must be 76 points or less. There is no deckbuilding threat minimum.

Lastly, a Character can have text as the bottom of their card known as their Inherent Ability. Unless otherwise noted, this ability doesn't require you to play any cards to activate, and is always active, even while in Reserve (see Deck Building, page 8). These abilities are usually a positive ability unique to that character, unless the character is so powerful they may have an Inherent Ability that actually limits their power.

POWER CARDS

In OverPower, Power cards are your basic unit of attack and defense in your deck. Each Power card contains two important pieces of information: the Power Type, and the Value. The Power Type is represented by an icon found in the upper left, and lower right corner of the card. The Power Types are as follows:

Energy, represented by a yellow atom icon.

Combat, represented by a red swords and shield icon.

Brute Force, represented by a green rock icon.

Intelligence, represented by a blue book icon.

Power cards range from levels 1-8 in value, and when in your hand any character with a matching Power Grid equal to or greater than that Power card's value can play them. They can be used to attack or defend by themselves, or combined with Universe cards (or other card classes as specifically laid out by those cards).

To attack with a Power card, choose a Front Line character with an equal or greater grid level, in the same Power Type as the attack. Then choose a target for the attack.

To defend with a Power card, the Power card must be used by the Character who was targeted by attack, the character must be able to play it according to their Power Grid, and the value of your Power card defense must be equal to or greater than the numerical value of the attack being defended, after taking into account any bonuses. Bonuses (EXAMPLE: a Special card that reads a Character is "+2 to all actions" or a Basic Universe adding +3 to a Power card) never count to damage or the Venture Total that battle; they just make a numerical action harder to block or stronger for defense.

There are also MultiPower Power cards and Any-Power Power cards which are the wild cards of OverPower! A MultiPower Power card is a Power card with all 4 icons on it. An Any-Power Power card is a Power card with a white or gray round icon. MultiPower and Any-Power Power cards function similarly to other Power cards but have the added bonus that they can act as any 1 of the 4 skill types. They can be used to follow-up or combine with other cards, as long as the character playing them has the appropriate minimum Power Grid for the Power Type you are using the MultiPower or Any-Power card as! This includes combination with Basic or Training cards, certain Advanced Universe cards, follow-up attacks to Teamwork cards, combination with Tactic or Special cards, or any situation where a specific Power type card is allowed or required.

When attacking with a MultiPower or Any-Power Power card and a skill type isn't required by another card it was played with or after (a Universe card, Special card, etc.), it can be played as any type legally possible by that character and you can / should declare its Power Type when playing it. If not declared, the Opponent may choose the type for the attack, as long as it would be legally playable by that character.

When a MultiPower Power card hits a character, it acts as any of 1 the 4 Power Types for the purposes of Spectrum KO'ing a character (see KO'ing a Character page 20) Once a hit each MultiPower Power card ALWAYS acts as the Power Type that will cause a KO. If more than one MultiPower Power card(s) are hits on a character, they do not have to act as the same Power Type.

When an Any-Power power card hits a character, it has no effect on Spectrum KO and only counts towards Cumulative KO, even though it was declared a specific Power Type during the attack.

Lastly, as both MultiPower and Any-Power Power cards are wild cards, they can be used/discarded when there is Power card cost to playing a card - meaning, Any-powers and MultiPowers may be used to pay a cost if your Character's grid meets the Power card's requirement.

UNIVERSE CARDS

Universe cards in OverPower represent objects, equipment, actions, sidekick partners, and more and they are not always unique to characters the way Special cards are. They are actions or items that a character can play as long as they meet 1 or more Power Grid requirements.

Basic Universe cards represent various items that exist in the OverPower Universe that can be used with a Power card to increase the numerical value of an attack or defense. For example, imagine that a Brute Force Power card represents slamming an Opponent's character with Brute Force as hard as you can, whereas a Brute Force Basic Universe card paired with a Power card represents using that Brute Force to hurl a tree or motor vehicle at them!

When successful, Basic Universe cards do not hit/remain on a Character; count towards Spectrum or Cumulative damage; or count towards the Venture Total (see Venture Total page 22). Unless specified they are discarded to the Dead Pile after use. They simply grant bonuses which make attacks harder to block or defenses stronger.

NOTE: Sometimes characters have Special cards that "Act as" a Power card. These may be combined with Basic Universe cards as long as the character can play that Basic Universe card.

Advanced Universe cards represent more complicated equipment, vehicles, etc. that can create effects in unique ways beyond just numerical value. Sometimes they may modify an attack or defense. Other times these cards may have effects that resolve immediately or have a remainder of battle or game effect. For example, some Advanced Universe cards might allow you to attack a character in Reserve. Others might give the character playing the card a numerical bonus for the remainder of battle or game. The effects of an Advanced Universe card may or may not depend on the success of an attack.

Training Universe cards represent the training characters can receive to increase the numerical value of a Power card attack or defense. Training Universe cards function very similarly to Basic Universe cards, except the grid requirement is to have 5 or less in a certain skill type and each Training card gives you a choice between 1 of 2 different Power Types. They also give a larger bonus than Basic Universe cards.

NOTE: Sometimes characters have Special cards that "Act as" a Power card. These may be combined with Training cards as long as the Special card is 5 or less in a Power Type in which that character's Power Grid is also 5 or less.

Teamwork Universe cards represent coordinated attacks from multiple Characters on your team. A Teamwork card requires a certain Power Grid level in a specific Power Type, and acts as an attack on its own. It then requires a teammate to follow up with 1 qualifying Power card attack, and then a 3rd teammate may follow up with a 3rd attack if you desire. Each follow up attack to a Teamwork card has a Universe card bonus attached to it, even if the bonus is +0, and therefore is a Universe attack, the same as if you had used a Basic Universe card with the Power card.

NOTE: Sometimes characters have Special cards that "Act as" a Power card. These may be follow up Teamwork cards as long as they meet the Power Type requirements.

NOTE: Teamwork cards are a powerful mechanic for putting offensive pressure on your Opponent (KO'ing one of your Opponent's characters early is a strong threat), but they require you to use Power cards that you sometimes were counting on for defense. Be careful how you play them!

Ally Universe cards represent help from sidekicks, associates, assistants, friends and allies outside of your 4 chosen Characters. An Ally card requires a certain Power Grid level in a specific Power Type, and acts as an attack on its own. It then requires a teammate to play a Special card. Ally cards are numerically weaker than Teamwork Universe cards, but also are less likely to affect your defense because they don't require defensively valuable Power cards as follow up attacks.

Unless noted by an Event or other effect, you may only use 1 Universe card / bonus at a time / per attack or defense.

NOTE: Some Special cards may Act As another type of card once played. These cards may still follow up Ally cards because Ally cards require a Special card to be PLAYED. Ally cards check card type when a card is played, not what it becomes. (See Page 27, Checks)

SPECIAL CARDS

Special cards represent the skills, superpowers, meta abilities, etc. that are unique to each individual Character.

Each Special card has the character's name on the left side, which lets you know only they can play it. The bottom of the card has the name of the Special card and a description of what it does. If you have a question about what a Special card does or what a word means, start by searching the OverPower terms glossary online.

If a Special card is a numerical attack, it will have the Power Type and value located at the top left corner of the card. In most cases, a Special card may only be played by the character listed on the card; however, there are some Special cards that may be played by 'Any Character'. Some Special cards are marked 'One Per Deck', which indicates exactly what it says – only one may be included in a player's deck.

MISSION – OBJECTIVES CARDS

In most game modes, each player's team chooses a Mission set which represents a major story line in a given Universe or lore. A Mission set has 7 Objective cards within that Mission set. These cards all start in the Reserve Objectives Pile and the goal is to move these Objectives to the Completed Objectives Pile, or get all of your Opponent's Objectives into their Defeated Objectives Pile.

OverPower is a game that is played in a series of Battles (what most card games would call 'hands') where Objective cards are ventured (ventured is the OverPower word for 'wagered' or 'bet') on the outcome of combat during each Battle. What is important to know at this point of your OverPower journey is that 'completing' Objectives by winning Battles against the opponent and moving those Objective card(s) to the Completed Objectives pile is the first and most important victory condition of OverPower.

MISSION – EVENT CARDS

Each Mission set also has Event cards that are associated with it and can only be played by a deck using the matching Mission set. Event cards are played before the Battle begins, as soon as they are drawn, and affect both players. You may only play 1 Event card per Battle, and you draw 1 card after playing it. If you draw more than 1 Event card during the Draw Phase, including the re-draw for a played Event, the additional Event(s) are discarded as duplicate(s) during the Discard Phase and you do not get to draw a card for those. You should design your deck around the Event cards you use, so that they largely only affect you positively, and can affect your Opponent negatively.

If an Event has an ongoing effect for the battle or the game, place it in the Astral Plane until the duration is finished. If an Event card has a one-time effect that resolves, discard it from the Astral Plane as soon as it is resolved. Event cards are discarded to the Defeated Characters Pile after being resolved.

There are also some 'Any-Mission' Event Cards that can be used with any Mission set of your choice.

ARTIFACT CARDS

Artifact cards represent mystical, meta-human, supernatural, or ultra-rare items that, in order to be played, have Power Grid or other requirements for 1 or more characters. These cards may have strong and long lasting effects on the battle or the game that generally usually don't affect the Venture Total or directly do damage to the Opponent. Experienced players can use Artifacts wisely to create unique decks with strong synergies.

HOMEBASE CARDS

A Homebase gives its team an ability of varying power which is active throughout the game. Any team may use one homebase if they meet the criteria listed on the Homebase. A Homebase will also have a threat level/cost that can contribute to the overall Threat Level of your deck.

ASPECT CARDS

Aspect cards are cards which your Homebase directly plays. Typically, these are 'Any-Homebase' cards, but some Aspects may be only played by a particular Homebase (certain Homebases may require specific characters to be used).

Aspect cards are their own class of card and are NOT Special cards. Aspect cards can sometimes generate venture, do damage, or contribute to defense. Oftentimes they function more like Artifact cards by generating unique effects for that Homebase's team that are unrelated to damage or Venture Total.

NOTE: There is a placement slot for 1 Aspect card on each Homebase.

DECK BUILDING

Now that we've reviewed all the types of cards, let's discuss how to take these cards and build a deck.

Before building a deck, we suggest that you read this entire rulebook, and then either pick up a starter deck or download a deck list of a tournament worthy deck to get a better idea of what a standard OverPower deck looks like.

Each player builds their own customized deck of OverPower cards, or can start play with a pre-made starter deck.

The following cards start the game on the table and generally remain there for the duration of the game:

● Character cards

● Mission cards

● Homebase / Location cards

Decks will have 3 characters on the Front Line and 1 in Reserve. The Reserve Character is declared before the game and during Tournament play cannot change game to game. Reserve characters may not offensively play any cards from reserve unless the card or an effect specifically allows it. While the reserve character usually may not be attacked while in reserve, when a game effect allows them to be attacked they may always take legal defensive actions.

Decks may have a Homebase. Your deck's total Threat Level (see the number in the lower left of your Character cards, any Homebase card, and any other cards with a threat level) must be equal to or less than 76 points. Legacy play decks may need to have a lower total threat level to be legal if any legacy 3-grid characters are used (see below).

When selecting characters for your first deck, if your characters' Power Grid types align (for example, 2 or more characters have Intelligence 7 or greater) it makes attack and defense with Power cards easier to manage. It is recommended for beginning deck builders to align your Power Grids and only include Power cards in your deck that all your characters can use.

Each deck must have a minimum of 51 cards if it is not using Events, or 56 cards if it is using 1 more Event cards. The following cards go into a deck:

● Power cards

● Universe cards

● Special cards

● Aspect cards

● Artifact cards

● Event cards

There is no maximum amount of cards, but because of concerns for discarding duplicate cards or watering down your deck, it is rare to see an OverPower deck be built larger than 85 or so cards. A typical deck size is 60 to 70 cards. Players usually include 2 to 3 copies of Power cards level 3 through 8, and 1 or 2 copies of Power cards level 1 and 2. Power cards are the basic unit of offense and defense in the game, that also fuel Universe cards such as Teamwork cards.

After use, Power cards are not discarded to Dead Pile and instead go the Power Pack. Unlike the Dead Pile, when your have used every card in your Draw Pile the Power Pack is shuffled, and becomes your new Draw Pile.

When selecting Special cards, players generally include 1 to 3 copies of a given card, depending on how important the mechanic is to their deck and how often they want to see that card (and its effect) be drawn vs. the risk that you draw a duplicate and must discard one of them.

When using other types of cards, players generally include only 1 of each specific card, to avoid duplication – unless they have a specific strategy to include more.

Lastly, Players will select a mission set they may include Event cards that give them an advantage or might hurt the opponent (and hopefully not them). More experienced deck builders will already have Events in mind when they begin building a deck and that will influence what cards they include in the deck as they're building.

Certain cards may indicate that they are 'One Per Deck', but other than that, you're free to put as many or as few of each card in your deck as you choose. Any cards included in a deck must be usable by at least 1 character on your team (or your Homebase) when the game begins.

GAME MODE CONSIDERATIONS WHEN BUILDING A DECK

In Overpower, there are multiple game modes:

- Brawl

- Skirmish

- Constructed

  - Golden Age – Every OverPower card not on the retired list

  - Silver Age – All cards published by Lazarus Games

  - Modern Age – Card within sets produced within a specified timeframe

  - Legacy Play – This mode is for events using the legacy of house rules, fan cards, and formats that people created during the games 25 year hiatus. Legacy events require event organizers to make it clear what cards and rules will be in place for their event.

- Limited

  - Draft

  - Sealed Deck

For more information, see Game Modes, Page 27

In Silver and Modern Age OverPower, each Character's Threat Level is determined by the number in the lower left corner of the Character card. In Golden age play, when using any legacy Character cards without the Threat Total icon their threat total is determined by the sum of their Power Grid. If using any 3-stat characters, the maximum Threat Total is as follows:

- A team using four 3-stat characters must be no more than 58 threat Points

- A team using three 3-stat characters must be no more than 62 threat Points

- A team using two 3-stat characters must be no more than 67 threat Points

- A team using one 3-stat character must be no more than 72 threat Points

The one exception to this rule is when using certain Homebases that specify characters that must be used. When using a thematic Homebase and 4 of the listed characters on it, your deck may exceed the maximum Threat Level.

SETUP

Now that your deck is built, let's set up your table top for an OverPower match! Setup your characters, Mission Objective cards, Homebase, and deck on the table before the game as pictured below:

ASTRAL PLANE
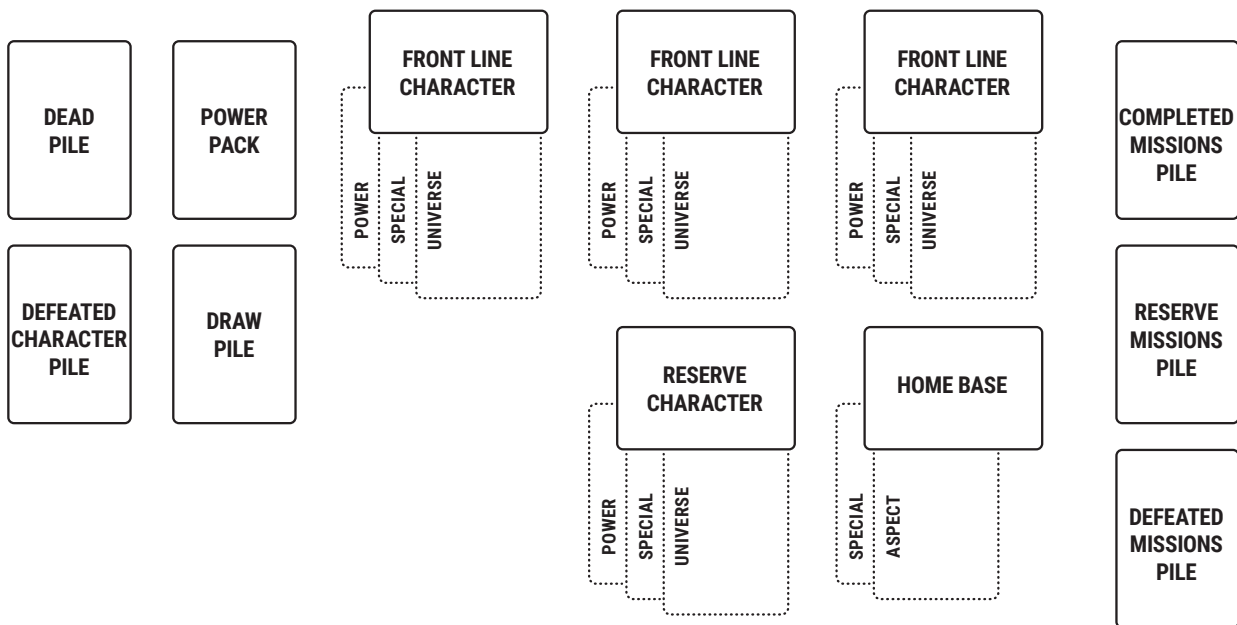
Your Mission Objective cards start in the Reserve Objectives Pile, and the entirety of your deck starts in the Draw Pile. Your Homebase and characters should not start with any cards placed to them unless an Inherent Ability allows.

During tournament play your Team's configuration (Front Line characters, Reserve character, Homebase, etc.) and deck must remain the same during the entirety of the tournament and cannot be changed between games.

FINALLY! It's time to play some Overpower!

GAMEPLAY PHASES

Now that your deck is built, you have an Opponent and the table has been set up, it's time to fight! Start by determining which player goes first to begin the game. In competitive tournament play, regardless of game mode, the method for figuring out who goes first is generally determined by the tournament organizer, but at home you can flip a coin, roll a dice, or use any random mechanism. For the opening battle, the player that wins the coin-flip, etc. chooses whether to go 1st or 2nd. For the first battle only, the player who goes 2nd may re-draw for 1 unusable or duplicate card drawn, but must discard duplicates of this replacement card as well. (this one time redraw occurs during the Discard Phase, after events).

The Player with initiative each battle makes each decision first for all the steps pre-battle and during each phase.

After you know who goes first, the game is played in a series of battles (hands) which are broken down into the following phases of gameplay:

1. Draw Phase

2. Event Phase

3. Discard Phase

4. Placement Phase

5. Venture Phase

6. Battle Phase

7. Post-Concession Phase

8. End Battle Phase

Let's review each phase!

DRAW PHASE

After you know who goes first, each player draws 8 cards from the Draw Pile – these cards are the player's hand for this battle. This is what is known at the Draw Phase – very simple!

Note - Reserve Characters are moved to the Front Line following a Front Line Character being KO'd at the start of the Draw Phase.

EVENT PHASE

Mission Event cards represent important events that occur during the Mission you are attempting to complete. These Events may have strong effects and always affect both players. There are very few ways to counter an Event, except to build your deck around the Events you choose to play.

If you draw an Event card during the Draw Phase, the Event Phase is when you play it. If you drew an Event, it MUST be played. If you draw more than one Event, you must choose which 1 Event you wish to play; all other Events will be discarded during the Discard Phase to the Defeated Characters Pile. You can never choose not to play 1 of the drawn Event cards when one or more are drawn during the Draw Phase.

Below is how Events are played during this phase:

1. Each player, in order of who has initiative that battle, declares if they have an Event to play.

2. Each player chooses their Event and places it face down on the table, and redraws 1 card for the Event.

3. Each player, in initiative order, reveals and resolves the effect(s) of their Event.

When resolving the effect(s) of your Event, read aloud your Event and play it face up in the middle of the Astral Plane (the space between both players on the table top). If an Event requires each player to choose 1 character on your team to be affected, turn the chosen character sideways / 90 degrees to indicate your choice.

If the event has any remainder of battle or game effect(s), it remains in the astral plane for its duration. If it has a 1 time effect that is resolved instantly (example - 'remove all hits from the permanent record of all heroes') then both players process the event and then discard it. Event cards are always discarded to the Defeated Characters Pile.

Event cards drawn outside of the Draw Phase are unusable and are discarded to the Defeated Characters Pile.

DISCARD PHASE

Now that both players have resolved any Event cards they have, the Discard Phase occurs. OverPower is somewhat unique from other collectible card games in that you cannot keep any duplicates (copies) of any cards, and usually you cannot keep any unusable cards.

Any extra Events drawn in the Draw Phase are considered duplicate and are now discarded. Duplicates of Universe, Aspect, and Artifact cards are cards of the exact same value, requirements, and function as each other. Different sets / expansions of OverPower can produce duplicate cards with different names – for example, you could have 2 Basic Universe cards from 2 different sets of OverPower which have identical functions such as, '6 Combat to use, +3 to 1 Combat attack for defense,' but with different names and art. However, these are considered duplicates. If any 2 Universe, Aspect, or Artifact cards have the exact same value, requirements, and function, they are considered duplicates of each other and all except 1 must be discarded.

Most Special cards only duplicate for the same character. For example, an 'Acts as a level 4 Brute Force attack, may make 1 additional attack' Special card for a specific character is not a duplicate of a Special card of identical function for a different character. To reiterate, different characters' Specials do not duplicate with each other. However, If you play more than 1 copy of a card for 1 character, they are duplicates of each other. For example, 2 copies of Dejah Thoris' "Warrior of Helium" card 'Acts as a level 4 Brute Force attack, may make 1 additional attack,' are duplicates of each other.

For Power cards, duplication rules are a little more complex. Any Power card, regardless of Power Type, is a duplicate of another Power card of equal value. This means an 8 Energy Power card is a duplicate of an 8 Combat Power card.

NOTE: When a duplicate Power card is drawn and both duplicate copies are in hand, you may choose which to keep or discard.

Duplicates are NOT found only with cards in your hand. When searching for duplicates after the Draw Phase, you are searching both within your current hand AND your placed cards (see *Placement Phase,* page 14). Placed cards are an extension of your hand for the purposes of discarding, which carries over battle to battle and must be considered when determining discards. Placing cards does not allow you to keep duplicates of those placed cards.

NOTE: When a drawn card is a duplicate copy of a placed card, the placed card may not be discarded and is always kept placed, and the copies in hand must always be discarded.

In Overpower, unusable cards must also be discarded when drawn. In OverPower a card is only considered unusable and discarded when it meets 1 of 3 very specific conditions.

1. It is only usable by a character KO'd in a previous battle. For example, Special cards or other cards unique to that character, or cards with grid requirements that can no longer be met due to mission a KO'd character's grid would be unusable cards.

2. It is only usable by a character in Reserve who cannot place the card while in Reserve; and the card has no text on it (or any other ability in play or immediately available to play) allowing it to be played played from Reserve; or

3. It is unplayable due to an Event cards where it specifies directly that cards affected by the Event are discarded.

   NOTE - If an Event card makes any card in hand unplayable, directly or indirectly, you do NOT have to discard it unless the Event card specifically states otherwise.

Any cards meeting any 1 of the 3 conditions above must be discarded. They cannot be kept for bluffing purposes or for the purpose of discarding card(s) to pay a cost, etc.

NOTE A Special card that allows you to discard card(s) from hand to trigger a function does NOT allow you to keep duplicate or unusable cards that meet any 1 of the 3 conditions above.

If any special ability from a card allows you to play cards meeting any of the 3 conditions above (EXAMPLE - Anubis' ability to play a KO'd teammate's Special card), AGAIN - that ability must be in play or immediately available (placed or currently in hand) in order to keep the card(s). The mere possibility of drawing a card that would allow you to play a KO'd teammate's Special card or an unusable card does NOT allow you to keep such discards.

NOTE: While some cards require follow-up actions (Teamwork cards, Ally cards), and some require a card to modify (Basic, Advanced, Training Universe cards), their playability for the purpose of determining if you discard them is not related to having the required follow up or contribution. You can keep these cards as long as non-KO'd Front Line character(s) have the grid requirement(s) necessary to play them, even without the required follow-up card. Likewise, if you only have 1 remaining Character on the Front Line, you may still keep these cards for bluffing purposes as long as you have the necessary Power Grid available to play the card.

Once you discard all duplicate cards and unusable cards to their appropriate discard piles, this ends the Discard Phase. Some cards are discarded in order to access another card such as Activators in Golden/Legacy play. When an Activator is used to access a Special card under a Battle site, for offense of defense, the exchange happens instantaneously and the Activator card is immediately discarded into the defeated characters pile. This means Activator card are NEVER part of the attack or the defense.

DISCARD PILES

The discard piles for OverPower's different types of cards are as follows:

- Usable Power cards are discarded into the Power Pack unless a card that discards them specifies otherwise.

- 'Any Character' Special cards; duplicate and used Event cards; and defeated Character cards are discarded into the Defeated Characters Pile. In Golden Age play, Activator cards and Battlesite Specials are discarded here as well.

   NOTE: If a card effects makes you discard cards into the Dead Pile that are normally discarded into other piles, including Defeated Characters Pile, they ARE discarded into the Dead Pile, with 1 exception. Event cards are ALWAYS discarded into the Defeated Characters Pile regardless of other game effects.

- All other cards (Unusable Power cards, Universe cards, character Special cards, Aspect cards, etc.) are discarded into the Dead Pile unless a card specified otherwise.

PLACEMENT PHASE

Now that the *Discard Phase* is over, starting with the player who goes first that battle, players take turns placing cards face up on characters and locations.

To place a card, simply take the desired card from your hand and place it face up slightly underneath the Character card or Homebase per the setup diagram on page 10. Both players must be able to see all Placed cards at all times.

Cards placed must be playable by a character, or a location placing that card (unless they have immediate access to another card or effect that allows them to play it). Each character may have 1 Power card, 1 Universe card, 1 Artifact (or Tactic) card, and 1 Special card placed on them at any given time. Each Homebase may have 1 Aspect Card and 1 of your character's Special cards (or an Any-Character Special card which says it may be placed) placed to it, along with any other cards that may start placed to the Homebase according to the Homebase's Inherent Ability.

> NOTE: Cards that start the game placed to a homebase such as Spartan Training Ground do NOT create new placing slots. Once those cards are used up, those Homebase's only have the two standard placing slots for 1 Special card and 1 Aspect card.

Once a card is placed to a character, only they can play that card. However, if not used that battle, placed cards remain on a character every battle until used, building a war chest of cards which can be played during future battles.

Cards may be placed to a character in Reserve just as they are placed to Front Line characters. However, unless an Inherent Ability, Event, Artifact, or a card's text says it may be played from reserve, it is not playable from reserve once placed. **Cards placed to Reserve characters count as duplicates of any cards placed or in hand.**

Cards that are placed remain placed until an effect removes the card or the card is played.

Placing continues until 1 player declares they are 'done' placing, at which point the other player may place as many cards as they like, and then declare that they are also 'done' placing cards. In this way, the Placement Phase is often a game of "chicken" where players may not want their Opponent to have the opportunity to place many more cards then them, thus building a larger war chest for later battles. Placing cards may give the Opponent vital information about what cards you have, but it also builds up your card advantage for future battles. It is wise to not let an Opponent get too many more placed cards than you, but you should also take care to not give your Opponent so much information that they can easily defeat you.

VENTURE PHASE

We are getting close to the battle! The Venture Phase is the final phase before the battle can begin.

After the *Placement Phase*, each player must choose to Venture (bet / attempt to complete) a number of their Mission Objective cards based on the outcome of the coming battle. How many Objective cards you wish to venture depends on how successful you believe you will be with the hand you are holding and the cards you have placed, while considering all of all the cards the Opponent has placed face up and the number of cards they have in hand.

To venture an Objective card, simply take the card(s) you wish to venture, turn them sideways / 90 degrees, and put them to the left of the pile from which they are being ventured. Objective cards may be Ventured from either the Reserve Objective pile, the Completed Objectives pile, or both, but not from the Defeated Objectives pile.

When deciding how many Objectives to venture, new and casual players will usually count each player's number of cards or number of playable actions. More advanced players may be counting that as well as the amount of numerical damage / Venture Total points visible on the board.

As always, the player who is going first that battle also goes first in the Venture Phase. You may venture as many Objective cards as you choose, but you MUST venture at least 1. However, if you venture more than two Objective cards total from both piles, the Opponent may draw 1 card (discard duplicates / unusable) for each additional Mission Objective card above the 2 you ventured. For example, if you venture 4 Objectives in one battle, the Opponent draws 2 cards as the penalty. The Opponent must draw all or none of the additional cards granted. When a player draws additional cards at any time in OverPower, normal discarding rules apply (See Discard Phase, page 12). It is important to note, because the Placement Phase is over, that no cards drawn as a result of a venture penalty may be placed.

NOTE: Event cards drawn during the Venture Phase are discarded into the Defeated Heroes Pile.

As mentioned earlier, in the beginning of the game, all of a player's Mission Objective cards start in the Reserve Objectives pile. During the game, players will advance Objectives into the Completed Objectives Pile by winning battle(s) or into the Defeated Objectives pile by losing battle(s). You can ONLY venture Objective cards from the Completed Objectives pile if there are Objectives cards in the Defeated Objectives pile.

Before a battle would begin, and after the Objectives are ventured and any bonus cards drawn, each player decides if they want to fight the battle or concede (surrender). This is known as pre-battle concession. The player who goes first that battle makes the decision whether to concede before the battle first. If the player with initiative chooses NOT to concede then the player going second has the option to concede pre-battle. If either player concedes pre-battle, the other player automatically wins that battle and play immediately moves to the End of Battle Phase and skips all other phases including the Post Concession Phase. *(see Battle Mechanic, step 4; and End Battle page 21)*. If neither player concedes pre-battle, it is time to do BATTLE!

BATTLE PHASE!

It's finally time to do battle! During battle, players take turns attacking the Opponent's characters or taking other actions to try and win the mission/venture. The actions that are possible are governed by OverPower's Battle Mechanic – a series of steps to follow that will guide you as to what you can do during combat. Before we get to the Battle Mechanic, here are a few key rules to keep in mind:

- An 'Attack' is any card that can do numerical damage OR has the word 'target' in the card's text. It will also have the 'Swords' icon to indicate it must be played on your offensive turn
  - All other cards are 'Utility cards' including cards that affect the Opponent.
  - Utility cards are never an attack but can be used as an offensive action. Utility cards have a number of functions. For example:
    - » They can numerically modify a defense or an incoming attack to make it easier to block.
    - » They can invalidate the target of an attack, therefore defending the attack, etc.
    - » They can modify the Power Grid of a character, allowing them to attack or defend with a Power card they couldn't have used otherwise.

NOTE: The phrase 'target teammate' does not mean a card is an attack. This directs you to select a teammate for an effect, and the effect usually is paper clipped to the targeted teammate.

- A 'Defense' is the act of blocking an attack, avoiding an attack, or making the action or the target of the action invalid.

  - Other actions which may strategically help deal with an attack such as moving or 'shifting' an attack from one character to another, but do not actually block, avoid the attack, or invalidate the target – are NOT defenses.

- Conditional effects are pieces of text preceded by language such as 'if successful', 'if defended', etc. The key word being 'If.'

  - Conditional effects are governed by the conditions or the decision made at the time the card was played. If the card (once a hit) is moved from one Character to another, or the conditions present at the time of the hit change later, this does not change the initial damage or effect.

- Non-conditional effects of the card are effects that take place without any additional outcome or contribution needed, assuming the card is not negated.

- Cards which negate the effect of another card, when played defensively, are also NOT defenses. Negates are a special game mechanic that counter cards like Special and Event cards while they're in the Astral Plane, before any text has taken effect.

- If at any point during a battle a player may draw card(s) as a result of a card played, drawn card(s) still follows normal discard rules and cards are discarded to the default discard piles unless specified otherwise.

BATTLE MECHANIC

Once each player has not conceded Pre-Battle:

1. Player with Initiative ("Player 1") has option to:

   A. Concede (on your turn during the battle – this is NOT a 'pre-battle' concession).

      i. Conceding is an offensive action.

      ii. Once a player concedes, the battle ends (read Step 3 below and then go to the 'Post Concession Phase' section page 19) UNLESS the opposing player has any defense to concession i.e. any utility card that prevents concession.

         1. Strategic note: Players who try to concede during the battle, instead of pre-battle, could be forced to fight! The possibility of a defense to your concession during the battle is the reason many players concede pre-battle.

         2. Cards that affect Venture Total or Objectives ventured are not a defense to and do not modify concession UNLESS they explicitly mention the key word 'concede'.

   B. If they don't concede, 'Player 1' can choose to pass. A player can ONLY choose to pass if they have no attacks available for use in hand.

i. Once a player has passed, the only action they can take on their turn is to pass or concede. They cannot take any other offensive actions for the remainder of battle. They can still defend the Opponent's attack(s), use cards with utility effects defensively and defensively negate cards.

C. If player does not concede or pass, they must take one action. Legal actions include playing:

    i. 1 utility card (of any type – Artifact, Aspect, Special card, etc. legally played)

    ii. 1 attack (of any type – numerical or targeted; and legally played)

        1. Teamwork, Ally, and Activator cards (legacy format) have a '1st' icon and **must** be played as the 1st action of a Players offensive turn, unless an exception is created by some other effect.

    iii. 1 attack played WITH 1 or more utility cards that actively modify this attack, the character playing the attack's ability to play the attack, or the Opponent's ability to defend the attack.

D. The cards played for the first action can be played from hand, from placed cards, or a combination of both. When played, Player 1 declares a target (if any), and the cards enter the Astral Plane. HOWEVER, the text of these cards does not take effect yet.

    i. While this action is in the Astral Plane the Opponent can then take counter-action(s) that would prevent text from "occurring. This is generally done by playing a card that negates the cards while in the Astral Plane.

        1. A Negate only addresses the effect of a Special card in an attack.

            a. EXAMPLE: If an 8 Energy Power card is played with Sheriff of Nottingham's +2 to all actions Special card 'Rule by Fear' making it a 10 Energy attack, negating the Special card does NOT defend the 8 Energy Power card, as the effect of the Special is ONLY the bonus.

            b. EXAMPLE: If a level 4 attack that allows a combined attack with another card is played, negating the Special DOES defend the combined attack, because the effect of the Special was the ability to perform a combined SINGLE attack.

    ii. Some cards will call out that they cannot be negated at all. As it is written, these cards cannot be negated. This text is the one exception, and is always active in the Astral Plane. (See 'Order of Operations' page 11)

    iii. If not negated, the non-conditional effects on the cards take effect. If the card would live in the Astral Plane (EXAMPLE: +2 to all actions Special; +5 to Venture Total, etc.) it remains there and will have the Astral Plane Icon ; otherwise, the cards in the attack are moved to their previously declared target.

        1. If the card doesn't target a character and affects the Opponent or otherwise has a general effect that resolves, take the action on the card and then discard it to the appropriate discard pile. (EXAMPLE: Draw 3 cards, discard duplicates)

E. Once an attack exits the Astral Plane and the card(s) text takes effect, the Opponent (the defending player) has many options:

    i. Play as many utility effects that would directly affect the action in play **so long as the effect(s) are necessary to the defense.** (EXAMPLE: Player 2's team is +2 to all actions; Opponent is -1 to all actions; Opponent cannot play certain kinds of cards, etc.)

NOTE: Only one Universe card may be used with an attack of a defense.

      1. Reminder! - Targeted actions are ATTACKS and can never be used on defense as a utility unless noted. Any cards used defensively must have a 'shield' icon.

      2. Shifting itself is not a defense, and therefore may not be used to move an attack into zero effect. (EXAMPLE: The Special card "Target Character must discard 1 placed card," may NOT be shifted to a character who does not have a placed card)

    ii. After playing all Utility cards, the defending player may play a defense – either an avoid or a numerical block of equal or greater value to a numerical attack, or a card that makes the attack invalid such as a Special card which reads "Target Character may not be attacked for remainder of battle."

      1. Any Special card, Aspect card, or Universe card without a 'Shield' icon cannot be used on defense. Certain cards may specify that they can be used on defense and they will have the defensive ("shield") icon. (EXAMPLE: Hercules' 7 Brute Force Attack or Defense that May be used to defend, "Protector of Mankind")

F. After any defense is complete, conditional effects occur if the card(s) conditions are met, according to prescribed timing written on the card. A conditional effect's most common trigger is whether the attack was successful or not. A successful attack or other cards that remain in play are either left in front of the target in the target's hits to current battle or are moved to the Astral Plane according to the card's icon(s) 📎 v. Ⓐ. Defended cards and cards that don't remain in play are discarded to the appropriate discard piles. (EXAMPLE: cards with one time utility effects; Basic Universe cards; etc.)

G. If the last action played by Player 1 (Player with initiative) requires or allows them to play another attack or other action, repeat steps c through f above until the final card of the 'string' no longer allows or requires follow-up, or the last action allows a follow-up but 'Player 1' declines.

    i. An action chosen in repetition of steps c through f can only be a legally played/allowed action, and played/allowed action based on the normal game rules and any effects in play from cards such as Events, Artifacts, Specials and inherent abilities. Additional actions (also called follow up actions) cannot be cards which have the '1st' icon on them with a few exceptions. For example, some cards allow for you to reveal the top card of the Draw Pile and attack with it if it is an attack. In this case the effect of the card allowing the 'blind draw' would supersede the 1st icon and the card would be allowed to be played.

H. **Reminder:** Any 'remainder of battle' or 'remainder of game' effects for either player that are not defended or countered remain on the Opponent's targeted character as a hit; or if the card has a 'paper clip' icon, it remains attached to one of your characters, but not as a hit. If the card has an 'Astral Plane' icon Ⓐ it remains in the Astral plane. Yes, Non-numerical Special cards that target and hit a character are "hits to their current battle" and can be removed with certain healing cards.

    i. For Legacy cards, lasting effects that affect the Opponent and don't remain on a character live in the Astral Plane as do cards which affect the Venture Total.

NOTE: If at any step above it is determined that a character has been KO'd, go to the 'KO'ing a Character' Section, page 20, and follow the steps to process the KO of the character.

2. Once steps a through h are complete for 'Player 1', if the battle is not over (EXAMPLE: 'Player 1' did not concede, and both players did not Pass back-to-back), 'Player 2' gains initiative and follows steps a through h on their turn (i.e. replace 'Player 2' with 'Player 1' in steps a through h). Once 'Player 2' completes a through h, priority returns to 'Player 1' and the steps repeat. Priority is traded back and forth as such until the battle is over.

3. The Battle Phase is over once:

    A. Either player successfully concedes on their turn (i.e. concedes and it is not defended by a card that prevents concession), and you move to the Post Concession Phase.

    B. Both players have passed back to back which skips the Post Concession Phase (nobody conceded), and moved directly to the End Of Battle Phase.

    C. All characters on either Player 1 or 2's team are KO'd AND the opposing player passes and declines any other legal attack or Venture Total affecting actions. Legal actions once an opponent's characters are all KO'd includes drawing cards, modifications to Venture Total, attacks on a Battlesite or other legally remaining target(s), effects on Mission Objective card movement using Special cards, Artifacts, Aspects, etc. This triggers the end of the game.

POST CONCESSION PHASE

If either player concedes during the Battle Phase, this triggers the Post Concession Phase. The Post Concession Phase is a short extension of the Battle which allows players to take 1 offensive action, provided the action specifically states it may be taken after one of the players concedes the battle. Generally, these actions are taken by the player who DID NOT concede. These can include:

1. Making an attack.

2. Playing a card with an effect, for example Professor Moriarty's Special card "Future Plans".

Players may only take 1 offensive action including making 1 attack, during the Post Concession Phase, regardless of how many attacks and actions they have which specifically say they can be played after a player concedes the battle. Any post-concession offensive actions follow the same rules as offensive actions during the Battle Phase, and the player who is not playing them may play cards and take all of the same defensive actions they normally would.

As noted above, a card may also read that it may be played as you concede the battle such as Professor Moriarty's card "Future Plans". As soon as a player concedes the battle they may play 1 card that specifically reads that it can be played as they concede the battle. Such actions will occur before any attacks played during the Post Concession Phase, and the Opponent will get the Opportunity to negate it as well as all possible Defensive actions as normal.

If neither player has any cards or abilities that specifically allow cards to be played after a player concedes, or once all actions that can be made during the Post Concession phase are made, players immediately move to the End Battle Phase.

KO'ING A CHARACTER

During the game, whether its during the battle (see *Battle Mechanic* section, steps a to I), during the Post Concession phase, or due to any other conditions that arise at ANY TIME during the game such as the effect of an event, there may be a point at which a Character is deemed to be knocked out, or 'KO'd'. Characters are KO'd either by:

- *Cumulative KO* – 20 points or more of total numerical damage on 1 character, or

- *Spectrum KO* – 3 hits or more each acting as a different Power Type of damage on a character (excluding Any-Power).

- *Absolute KO* – If at any time a character has 20 or more points of numerical damage AND three damage acting as 3 different Power Types (excluding Any-Power) they are Absolute KO'd and are KO'd regardless of any other game effects or cards in play.

Remember, the potential for KO'ing one or more of an Opponent's characters is the usual reason why an Opponent chooses to concede 'pre-battle' or during the battle.

NOTE: Some characters may have unique Inherent Abilities that affect how they are KO'd, or characters may be modified by other cards (EXAMPLE: Special, Artifact, Aspect cards) that affect how they are KO'd.

When a character is KO'd, temporarily pause at that step in the Battle Mechanic and take the following steps:

1. Discard their Character card to the Defeated Characters Pile (unless an ability allows them to continue to fight after KO) or:

2. If the Character has an Inherent Ability or a card attached to them which has an ongoing effect after KO (EXAMPLE: Opponent is -5 to Venture when this character is KO'd'), move their KO'd Character Card to the Astral Plane.

3. Discard their 'permanent record' hits to the appropriate discard piles.

4. Move their 'hits to current battle' to the Astral Plane to be counted for the Venture Total during the End of Battle Phase.

5. Discard any Special cards, Artifacts, etc. which were attached to the KO'd character (i.e. Cards which had the 'paper-clip' icon 🔗) however, effects in the Astral Plane remain, even if the character the card belongs to is KO'd.

After these steps are taken, resume wherever you or your Opponent were in the Battle Mechanic.

Note: Starting with the first pre-battle Draw Phase after a character is KO'd, and for the remainder of game, any cards only usable by that KO'd character must be discarded as unusable. Cards which were drawn BEFORE a character is KO'd do not have to be immediately discarded as a result of the KO and can be kept for bluffing purposes. During the battle in which a Character is KO'd, any cards that are drawn DURING THAT BATTLE which are only usable by the KO'd character may be kept for bluffing purposes.

ABSOLUTE KO RULE

When a character has 20 points or more of numerical damage AND 3 different hits each acting as different Power Types (excluding Any-Power), that is considered an Absolute KO. This character is KO'd regardless of any Inherent Abilities, Special cards, Events, or any effects in play.

If an Absolute KO is triggered, the character is immediately discarded to the Defeated Characters Pile or moved to the Astral Plane if they have an ongoing effect, and steps 3 through 5 of the KO'ing a Character section are followed.

KO'ING A BATTLESITE

A Battlesite (a feature currently of Golden Age and Legacy play only) is KO'd by 30 points or more of cumulative damage. A Battlesite cannot be Spectrum or Absolute KO'd. When a Battlesite is KO'd, the Battlesite and all Special cards under it are discarded to the Defeated Characters Pile. Starting with the first pre-battle draw phase after a Battlesite is KO'd, and for the remainder of game, any Activator cards must be discarded as unusable.

NOTE: Activator cards and Special cards which they retrieve from a battle site are discarded into the Defeated Characters Pile unless a card or effect dictates otherwise.

END BATTLE PHASE

Once the Battle Phase ends, a number of steps are taken:

1. Mission Objective cards are moved according to the winner or loser of the battle, which is determined by calculating the Venture Total. If both players Passed during the Battle Phase, and the Venture Total is a tie, the Objectives do not move at all and remain ventured during the next battle. The outcome of the next battle will determine how to move the previously ventured mission cards, as well as the newly ventured mission cards for that battle.

   A. The Venture Total (described below) is the numerical total of all hits to current battle a player has scored and all cards in play that add or subtract from that player's Venture Total.

   B. Do not forget to take into account any cards played that affect(ed) Objective movement.

2. 'Remainder of battle' cards are cleared from where they are (Astral Plane, paper-clipped to characters, or as hits if they don't have numerical or spectrum damage associated);

   A. 'Remainder of game' effects remain in their appropriate locations until negated or discarded by and effect.

3. Cards which affected the Venture Total for that battle only are discarded.

4. Reminder, **The game is over** if, at the end of any End Battle Phase, any one of the following is true:

   A. A player has all 7 Objective cards in their Completed Objectives Pile and has won the game (strongest victory condition)

   B. A player has all 7 Objective cards in their Defeated Objectives Pile, and has lost the game (2nd strongest victory condition)

   C. A player has all 4 characters in Defeated Characters Pile, and has lost the game (weakest victory condition)

   D. **NOTE:** If 2 victory conditions above are met at the end of any End Battle Phase, the player with the stronger victory condition wins!

VENTURE TOTAL

If neither player concedes pre-battle, and then during the battle both players pass, then the Venture Total is taken to decide the winner of the battle. The Venture Total is simply the total amount of damage each player scored this battle, also taking into account any other cards that say they modify the Venture total or how it is counted. Once the players agree on their Venture Totals and the winner of the battle, Objective cards are moved accordingly.

HOW MISSION - OBJECTIVE CARDS MOVE

As noted above, Mission Objective cards move up and down between the piles based on who won the battle or lost the battle. All 7 Objective cards start the game in the Reserve (yet to be completed) Objectives pile. A player may bet any number of cards from both the Reserve Objectives Pile and may also but a number of mission cards from the Completed Objectives Pile equal to the number of Objectives in the Defeated pile AND how many piles you'd like to move them. Once they are Ventured (bet/wagered), they might move to the Defeated Objectives Pile or Completed Objectives Pile in the following manner:

- If you lost the battle:

  - Objectives that were ventured from the Reserve Objectives Pile move into the Defeated Objectives Pile.

  - Objectives that were ventured from the Completed Objectives Pile move down into the Reserve Objectives Pile.

- If you won the battle:

  - Cards that were ventured from the Reserve Objectives Pile move into Completed Objectives Pile.

  - If a player has any Objectives in the Defeated Objectives Pile, they may not venture them. They may only be moved by venturing Objectives from the Complete Objectives Pile. For each Objective card ventured from the Completed Objectives Pile, that player may move 1 Objective from the Defeated Objectives Pile up one level.

  - For every two Objective cards ventured from the Completed Objectives Pile the player may:

    - Move 1 Objective card from the Defeated Objectives Pile into the Completed Objectives Pile (moving the one Objective card up two levels), or

    - Move 2 defeated Objective cards from the Defeated Objectives Pile into the Reserve Objectives Pile (moving the two Objectives up one level).

    » **NOTE: To further explain, even an odd number of missions can be bet from the Completed Objectives Pile. If you had 3 Objectives in the Defeated Pile you could Venture 3 from the Completed Pile (if you have 3 there already). This would allow you to move all three to the Reserve Objectives Pile OR you could move 1 Objective 2 piles from the Defeated to the Completed and a second one from the Defeated to the Reserve. A lot of players find it easier to think of bets from the Completed Missions Pile as allowing a 1 pile movement of cards from the Defeated Pile for each card ventured from the Completed Pile.**

- If the battle was a tie:

  - No Objectives move and they remain ventured from the piles they were ventured from and do NOT return to their prior piles.

  - The next battle, these Objectives remain ventured, and more Objectives are ventured according to normal rules.

» *NOTE: Objectives which remain ventured from a prior battle's tie are not counted when determining if an Opponent draws additional cards based on your Objectives ventured, or any other effect that reference the amount of cards a player has ventured.*

» *NOTE: When cards reference the number of Objectives ventured, they ignore Objectives that are still ventured from a previous battle because of a tie. For example, the Any Character Special 'Hades: Lord of the Underworld', could still be played if the Player ventured 2 Objective cards this battle and still had a third Objective card ventured due to the previous battle ending in a tie.*

○ The outcome of the next battle after a tie decides how ALL Objectives ventured from any prior tied battle(s) move.

» *NOTE: Any cards that trigger any reset or modification of ventured Objectives may affect both Objectives remaining from the tied battle and Objectives ventured that battle. For example, the Any Character Special 'Hades: Lord of the Underworld', would reset ALL Objectives.*

Overall, winning each battle – either because your Opponent concedes pre-battle or on their turn during the battle, OR by winning the Venture Total after both players have passed – is the key to OverPower's primary victory condition.

THE STRATEGY OF CONCEDING

We have touched on this a few times, but you may ask, "why would you concede pre-battle?" If you determine after the Placement Phase that you don't have enough actions or potential venture points to win, or may not have enough defense to protect your characters, it might be better to concede the battle (fold the hand) and live to fight another day rather than take damage to one or more of your characters.

Remember, if a character is KO'd, you cannot use their Special cards and must discard them when drawn, and you also have to discard any Power cards or Universe cards that only that character could have used and are now unusable. Both of these outcomes disable a potentially large portion of your deck.

The same logic applies in concession during a battle - you may realize on your turn that you'd rather run than continue to fight and have characters KO'd. You may even be able to win the Venture Total, but losing characters may lose you the game in the long run!

Reminder: During a Battle Phase when a player does not wish concede, but does not want to continue attacking, they may 'pass' on their turn IF they have no playable attacks in their hand (You may still have attacks placed and pass). Once you pass, the only actions you can take on your remaining turns that battle are to pass or concede. You may still defend the Opponents' attacks on their turn. A player who has passed may always take all defensive actions to defend an opponents attacks or to play cards like a negate. If/once both players 'pass' back-to-back in a battle, that triggers the counting of each player's Venture Total and then the End Battle Phase. The player with the higher total wins the battle.

WINNING THE GAME

If you pick and choose your battles wisely, and at the end of any battle you have completed all seven of your Mission Objectives (all 7 cards end in the Completed Objectives Pile), the game is won, glory is yours! This is OverPower's strongest Victory Condition.

If you defeat all 7 of your Opponent's Objectives (all 7 of the Opponent's Mission Objective cards end a battle in the Defeated Objectives Pile) they have no Objectives left to venture and you have defeated your Opponent! This is the second strongest Victory Condition.

OverPower's 3rd victory condition, and sometimes the most fun, is to KO all 4 of our Opponent's characters before they can complete their 7 Objectives, leaving them no-one left to fight with. If you can do this, and your Objectives aren't all defeated and your Opponent's are not all completed, you win! This is OverPower's weakest Victory Condition.

READING AND UNDERSTANDING CARDS AND THEIR INTERACTIONS

Now that you understand the basic types of cards, how to build a deck, how to venture, how to battle, and most importantly, how to win! – Let's discuss the most important task during any collectible card game – how to understand each card that you're playing and the cards which your Opponent plays.

In OverPower, certain cards like Power cards have almost no words and are easy to understand – they are numeric in value, have a type or types, and can only be used by characters with an equal or greater Power Grid of the Power card's type. However, other cards such as Special cards, Advanced Universe cards, Artifacts cards, etc., have text describing how they function.

To understand how a card works, read it and, when needed, you can search the OverPower Glossary, which includes key words and phrases important to the game. The OverPower Glossary clearly defines over 100 key terms and phrases in OverPower. The Battle Mechanic prescribes the timing of the battle except when altered by Events or other cards. The OverPower Glossary's definitions describe what key words mean and how mechanics and phrases function. If any question remains or cannot be settled by you and your friends – contact us at rules@lazarusrising.games, or check in to the OverPower discord https://discord.gg/overpowerlives or the OverPower website https://overpowercardgame.com and ask one of the experts!

CARD INTERACTIONS

Sometimes cards in Overpower may have effects that seem to, or do, conflict with one another. Cards in Collectible Card games often change or supersede the base rules of the game, or the effects of other cards. When 2 cards seem to conflict, but do not call out one another's class or function directly, below is the Order of Operations of which class of card trumps (wins over) which.

Order of Operations for determining current game state (listed in order from Top Priority to Lowest Priority):

1. Events

2. Artifact cards

3. Aspect cards

4. Homebase Inherent Abilities

5. Hero Inherent Abilities

6. Specials cards

7. Advanced Universe cards

8. The Base OverPower Rules

NOTE: There are times where cards of a lower class in the Order of Operations SPECIFICALLY call out and supersede a higher class; in these cases, the lower card does trump the higher card. For example, the Time Traveler's Special card, "Leviticus' Warning", is a lower class than an Event card, but since it calls out that it can negate an Event card as the Event card is played, it takes priority over Events as a class.

This is only the case when a card clearly and directly calls out a higher ranked card class (or key words / text of a card of a higher class) in the Order of Operations, and that higher class card's effect doesn't conflict by calling out the lower class or its text directly. If both cards directly conflict, then the card that was played first takes precedence.

- **EXAMPLE 1:** A character may have a Special card that reads they "are not affected by Event cards for remainder of game." If an Event is in play that reads "No Special cards may be played this battle," then that Special card would NOT be able to be played during *that* battle, as the 2 cards conflict / call each other's class and function out, so tie goes to the card that was played first (the Event).

  - This is also intuitive because, as the Event was played first, you weren't legally allowed to play Specials that battle.

- **EXAMPLE 2:** However, if a Special Card that reads a character is "not affected by Event cards for remainder of game" was successfully put into play any battle before the battle with the Event "No Special cards may be played this battle," the character with that Special card in play would be able to play Special during that battle, as the 2 cards conflict / call each other's class and function out, so tie goes to the card that was played first (the Special card).

  - This is also intuitive because the Special card's effect is to ward the Character from Events, and the Special card was already in play.

Likewise, sometimes, two cards of the same class will conflict. In this case, timing usually determines which card takes precedence – the card which was played first takes precedence over the card most recently played.

- **EXAMPLE 1:** Van Helsing's Special card "Right Tools for the Job" and the Power card follow-up attack cannot be defended by a Special Card. Therefore it cannot be defended by Poseidon's Special card "Form of Water" – because "Right Tools for the Job" was played first. However, "Right Tools for the Job" cannot target Poseidon if his "Form of Water" lockout is already in play.

- **EXAMPLE 2:** Van Helsing's Special card "Right Tools for the Job" and the Power card follow-up attack cannot be defended by a Special Card. However, if Carson of Venus' "Janjong Duare Mintep" Special Card which reads that "any attack made on his Carson of Venus' team may be moved to this card", then "Right Tools for the Job" or its follow-up attack may be shifted to it because Carson of Venus' Special card was in play first.

However, when one card calls out another card's class or the card's text by key word or phrase, this trumps any timing.

- **EXAMPLE 1:** If a card reads it is unaffected by another type of card in play, or by cards with a certain key word or phrase noted in quotation marks, that supersedes the need for the card to be played first. For example, Angry Mob's "Don't Let it Get Away!" reads it is not affected by Opponent's cards with the words "may not attack" and "may not be attacked." Therefore, it can be used to attack a character like Poseidon when he is locked out from being attacked with his "Form of Water" Special card.

- **EXAMPLE 2:** Likewise, if Angry Mob was previously hit by a 'Target Character may not Attack' Special card – for example, Dracula's "Paralyzing Gaze" Special card – "Paralyzing Gaze" has the text 'may not attack.' Therefore, the "Don't let it Get Away!" Special could still be played regardless of the "Paralyzing Gaze" being played first, as it specifically calls out not being affected by cards with those key words / phrases.

Sometimes cards of the same class may present each player with the same or similar choice(s) that conflict - in these cases the effects cancel each other out.

- **EXAMPLE:** In Legacy play, the "Pym Particles" Artifact allows the players to choose whether 6, 8, or 10 cards are drawn per hand. If both players play a copy of "Pym Particles" then the effect of each copy is canceled out until / unless one copy is removed.

  ○ This would be the case for any card, duplicate or not, of the same card type / class played by both players which allow opposing Players choices that can directly conflict with each other.

Sometimes a player may play cards of identical or similar effects and it may not seem clear which is dealt with first. In these cases, unless another timing or priority is laid out, these effects must be dealt with in the reverse order played, with the more recent cards needing to be dealt with before the earlier cards played.

- **EXAMPLE 1:** If Multiple copies of Cthulu's "Distracting Intervention" Special or any identically functioning Special are played, which read 'Play this card in front of Cthulu or Teammate. Target Character may not be attacked until this card is attacked.', the Opponent must attack / clear these in order from the most recent played to the oldest.

- **EXAMPLE 2:** However, if Copies of Cthulu's "Distracting Intervention" Special card or any identically functioning card are in play on Zeus, and then "Hera" is played, "Hera" functions differently as prescribes its own timing - it is an ongoing shift that occurs any time Zeus is targeted. Therefore, all Distracting Interventions would need to be cleared before Zeus can be targeted, thus triggering Hera.

Occasionally, 1 player may have 2 different cards available to play in a battle that seem redundant that seem redundant. Players may always play both cards and trigger the effects again.

- **EXAMPLE 1:** A player may have in hand both the Any-Character Special card Cataclysm "Loki" which instructs the Opponent to play open-handed for the remainder of the battle, and Dr. Watson's "Not a bad Detective" which spies on 2 cards. While these effects may seem redundant, a player always has the option to play both cards; and both of these cards would trigger any effects that trigger from revealing or looking at cards in hand.

Anytime a character is moved into the Reserve position, there may be any number of effects active on them. These effects remain in effect and active regardless of them being now in the Reserve position, unless the effect explicitly requires them to be on the Front Line.

Lastly, sometimes 2 cards of the same or different classes may interact with a synergy that may seem to create an infinite loop. It is important to note that in OverPower anytime a card's effect allows you to draw or discard cards based on a condition rather than playing a card, the granted draw(s) or discard(s) or other abilities do not and can not trigger any other draw or discard conditions. Therefore no infinite loops should occur.

In most cases, this means that 2 or more cards interacting that appear to trigger an infinite loop should each have its bonuses granted once.

CHECKS

Cards often have to check another cards type in order to qualify to be played; examples include cards that 'combine, grant an additional attack or follow up action, etc.' For example, an Ally card requires a player to play a Special card after the Ally card resolves. This check is that you play a Special card from placed or in hand. This check occurs when the card is played. A Teamwork card specifically calls that a Power card ATTACK needs to follow it up. This means the check only occurs when the card BECOMES an attack, which happens when it exits the Astral Plane.

- **EXAMPLE:** This means, Mina Harker's card 'Jonathan Harker, Solicitor' can follow up an Ally card, because it is a Special Card when it's played from a placed slot or your hand AND it can follow up a Teamwork card because it Acts As a Power card attack when it exits the Astral Plane."

Some cards in OverPower can Act As other cards or become other card types once played. If played defensively the card instantly becomes the new card type. When played offensively it changes as it exits the Astral Plane. It's important to note that when a card Acts As or becomes something else, a card never gains an Icon unless the effect or ability specifically states so. This means it is possible for a card to Act As a Power Type but to not have the Icon of that type.

- **EXAMPLE:** In Legacy play, the card 'Consult the Source' makes all Any-Power card hits on a characters permanent record become intellect cards. This is for the purposes of spectrum KO. HOWEVER, this does NOT mean the affected cards gain an Intellect icon.

Conversely, some cards call out specific card types. A card in hand or placed does not count as a card type it will later become, until it is played or crosses the Astral Plane.

- **EXAMPLE:** Merlin's Special card 'Archimedes' is played and the player declares they want to reveal all Power cards from their opponent's hand. This would NOT force the opponent to reveal Mina Harker's card "Jonathan Harker, Solicitor' because it is still a Special card when it is in hand, and only becomes a Power card when it is played defensively or when it exits the Astral Plane. "

Now you should have a good idea how to resolve interactions between cards whose functions seem to conflict, but again - if you have any questions - contact us at rules@lazarusrising.games, or check in to the OverPower discord *www.discord.gg/OverPowerlives* or the OverPower website *www.OverPowercardgame.com*

OVERPOWER PLAY FORMATS

Now that you understand the rules, Overpower, like any CCG, can be enjoyed in several different formats. Here are the official formats for sanctioned tournaments:

CONSTRUCTED FORMATS

Constructed formats involve traditional deck building from your collection, as governed by each format's legal card pool. Constructed formats may also use different game modes like Skirmish or Brawl as well (see Alternate Game Modes below).

Modern Age

Modern Age includes the most recent sets of a number of given IP's. This is the format where the available card pool will change the most. The sets that are currently legal in Modern Age will always be available on the OverPower web site.

Golden Age

Golden Age will include all of the original OverPower Card Game cards as well as any of the new OverPower Card game cards published by Lazarus Rising Games. This format will honor the "Retired Card" list of cards that are no longer legal. The Retired Card list will always be available on the OverPower web site.

Silver Age

Silver Age will not be an active format upon launch. Eventually sets will "age out" of Modern play. Silver Age will be a format that will include ALL sets ever published by Lazarus Rizing Games. However, it will NOT include any cards from the original OverPower Card game.

Legacy

Legacy is our name for any formats that focus more on the old 90's Collectible Card Game produced by Fleer; any retired cards no longer used in Modern, Golden, or Silver Age; or any customized rules or card pools selected by a Tournament Organizer. We at Lazarus Rising Games understand that everyone has a favorite way to play, and has new ideas they'd like to try for game formats. Overall, Legacy is that format for diverse rules / card pools - whatever you can imagine!

LIMITED FORMATS

Limited formats are where a player opens a limited card pool and can only use this subset of cards to construct their decks. When playing these formats, there will be no Threat level / Deck Building cap. Upon launch there will be two limited formats for OverPower:

Draft Play

A draft is recommended to be played in a pod of 8 to 10 players who will use a "Rochester" or Snake draft to make their selections.

Each pack has a specific collation: 2 heroes and 5 specials each for those heroes, 4 uncommon cards which can be powerful new One Per Decks for characters in the set, Teamwork cards, Event cards, MultiPower Power cards, and Homebase Cards,and a rare card that will be an alternative art collectable card.

After a player opens their pack, they will set each of their characters along with the 5 core Specials, in their own pile in the center of the table. The Character card and 5 associated Special cards are known as a Character Stack. In a pod of 8, there will now be 16 character stacks in the center of the table.

They will take the 4 uncommon cards and the rare card and keep those hidden from the other players (this will influence which characters they will pick).

Finally, for pack three, start with player 1 and repeat this process a final time, identical to pack 1. When finished, each player will have chosen 6 character stacks to build their deck (most likely not all your chosen cards and characters will be played).

NOTE: You cannot play multiple copies of the same character on your team. Each character has to be unique, UNLESS, you have managed to draft enough copies of the same character and must use two copies of the same character to field a team. This is a specific strategy, and all character picks are public knowledge during the draft. Meaning there is a defensive strategy to counter pick and not allow someone to get four copies of a given character.

NOTE: If a player is able to play two copies of a given character, both of those identical characters can play any of that character's Specials from hand or from a neutral placing slot such as a Homebase.

Players may ONLY use cards they drafted with 1 exception. Players may include any number of basic Power cards, level 1 through 8, n their deck. MultiPower and Any-Power Power cards can ONLY be included if they were in the Uncommon slot in one of the booster packs opened. Stores should have Power Cards available for running draft events, but because it is difficult to manage SO many cards needed for decks, please bring your own power cards whenever possible.

SEALED PLAY

Sealed play is when you're given a larger collection of cards than in Draft play, and you must use that pool of cards to construct your deck. For sealed play we recommend each player receive 1 starter deck (we recommend it be chosen at random) and six booster packs of cards from the same set. This will give the player a very large pool of characters to chose from and will give them a large number of uncommon and rare cards to help build out the deck and create a more unique experience for each match.

NOTE: Players may not use multiple copies of the same hero on their team for sealed play.

Players may ONLY use cards they open from the Starter Deck and booster packs with 1 exception. Players may include any number of basic Power cards, level 1 through 8, in their deck. MultiPower and Any-Power Power cards can ONLY be included if they were in the Uncommon slot in one of the booster packs opened. Stores should have Power Cards available for running sealed events, but because it is difficult to manage SO many cards needed for decks, please bring your own Power cards whenever possible.

ALTERNATIVE GAME MODES

In addition to having different formats, OverPower has different game modes you can play in. Even though OverPower is designed to be played with Venture and wagering Objective cards, these alternative modes simplify parts of the rules and are ways to learn the game before moving to the full game or for younger or less experienced players to play when they're starting out. The alternate modes are *Brawl* and *Skirmish*.

BRAWL

Brawl mode is a crazy, smash up, throw-down way to play that is often used to teach the base mechanics of the game or when you don't have time for a full Venture-based game.

To play Brawl mode, remove from the deck all Mission cards and Event cards. Then go through your deck and remove any cards that only reference venture, Mission cards or conceding (or do not include them when building a Brawl deck). You may keep cards where there is a numerical attack that has a secondary effect that affects venture.

To play Brawl mode, remove from both decks all your Mission's Objective cards and Event cards. Both players must also remove any cards that only reference venture, Mission Objective cards, or conceding, if they have no numerical attack or defense value. You do not include them when building a Brawl deck. If a card has a numerical value or effect AND effects Venture, Mission Objective Cards or Conceding you may still use those cards and simply ignore those aspects of the card.

- **EXAMPLE 1:** If a character has a Special that reads, "Acts as a level 7 Energy attack. If successful, move 1 Objective card from the Defeated Objective Pile to the Reserve Objectives Pile", you may play that for the numerical attack of 7 Energy but ignore the secondary effect of moving a Mission Objective card.

- **EXAMPLE 2:** If a character has a Special that only affects Objectives ventured or Events, that special should be removed from the deck.

- **EXAMPLE 3:** If a character has a Special that only adds or subtracts to the Venture Total, those should be removed from the deck.

A Brawl game is a cage match where there is no venture and no conceding. Each battle, simply draw your hand, and try to KO all of your Opponent's characters. All of the same rules for duplication and unusable cards apply. If you have less cards than your Opponent, you will simply take more damage and lose faster.

Sometimes you may want to place cards. In brawl you still have a Placing Phase and can place cards per the rules of that phase. (see Placing Phase, page 36). However, because there is no conceding, most cards will be used every battle of a Brawl game and placing will occur far less often.

Brawl matches are very fast and can feel unbalanced but they can also be a lot of fun! They can be useful for teaching a new player or when you just want to have some wild outcomes and ridiculous fights.

SKIRMISH

Skirmish is an intermediate way to play OverPower, similar to a normal game with the exception that Objective cards are used differently.

To play Skirmish mode, remove from both decks all your Mission's Objective cards and Event cards. Both players must also remove any cards that only reference Mission Objective cards, if they have no numerical attack or defense value. If a card has a numerical value AND effects Mission Objective Cards you may still use those cards and simply ignore those aspects of the card.

- **EXAMPLE 1:** If a character has a Special that reads, "Acts as a level 7 Energy attack. If successful, move 1 Objective card from the Defeated Objective Pile to the Reserve Objectives Pile", you may play that for the numerical attack of 7 Energy but ignore the secondary effect of moving a Mission Objective card.

- **EXAMPLE 2:** If a character has a Special that only affects Objectives ventured or Events, that special should be removed from the deck.

In a game of Skirmish, take a number of Mission Objective cards and set them in the Astral Plane (center of the table). We recommend 5 Objective cards to start but any odd number will do. The number of Objectives is the number of Battles/hands the fight will last. Each hand, the 2 players will be battling for 1 Objective card. In this mode, you draw 8 cards, discard duplicates and unplayable cards during the Discard Phase, and have a Placement Phase but there is no venturing. Then the Battle Phase begins, with each player alternating turns until either player concedes (surrenders) the battle, or both players pass. If both players pass back-to-back, the players move to the End of Battle Phase and count up the Venture Total. Unlike the normal End of Battle phase, the player with the highest Venture Total (see Venture Total, page 37) will win the 1 Objective card. If there is a tie, there is no winner that battle, no one wins an Objective card, and the next hand an additional Objective is added to the Objective from the previous battle and the winner of the subsequent battle wins all Objective cards that are up for grabs.

The Skirmish lasts until either all 5 Objective winners are determined and whomever has won more Objective cards wins or if all of the characters on one player's team are KO'd in this mode they IMMEDIATELY lose the game. In Skirmish KO counts as the most important victory condition, THEN winning all of the Mission Objective cards is the 2nd win condition.

Players may concede battles in Skirmish, but only if they have NOT won a majority a majority of the total Objective cards. If at any time a player has won a Majority of Objectives, they may no longer concede and have to play out the remaining Battle, trying to survive until the end of the Skirmish.

- **EXAMPLE** - if you are playing a Skirmish for 5 Objectives, even if you are ahead 4 Objectives to 0, you still have to survive the last battle before you would be declared the winner. As long as you survive the final battle and have the majority of Objectives won, you win! If the players have an equal number of Mission Objective cards before the Battle for the final Objective, and they tie the last battle in Venture Total, an additional Battle is played to determine the winner. This will be repeated until there is no tie at the end of the hand and the winner of the final hand determines the winner.

Once you feel comfortable with Skirmish Mode, you can increase the amount of Objective cards you are playing for to a higher odd number, such as 7 or 9, and play until someone wins the majority of the Objectives.

THANK YOU FOR READING THE COMPREHENSIVE OVERPOWER RULEBOOK!

While this document is intended to be comprehensive - it is a living document, so check back for changes as OverPower combat continues! We also suggest that you review the OverPower Glossary to understand OverPower's key 100+ terms and phrases, as well as the other relevant tools that may help you understand the game and its various modes better. There truly is an OverPower game mode for everyone, from the casual player / collector, to the diehard competitor in search of competitive play glory. Check in at OverPowerCardgame.com for the latest news! Venture Well!