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Power Up! Card Game Rules

Card Information

Power Up! uses a variety of keywords that you can reference in the **Keywords Glossary** section at the end of this guide. Usually, keywords are bolded and capitalized. Anything clearly defined in the rules book may not appear again in the **Keywords Glossary** section.

The Power Up! Card Game uses different card types. You determine the card type by checking the area under the picture. Most cards have multiple Keywords such as: **Melee, Human, Resolve etc.** Also, cards are marked with Crystal icons ranging from 1* to 5* indicating their rarity located under the card's Name.

- **Characters:** From 1* to 5* rarity, characters in Power Up! are the key to defeating your enemy.
 - **Note:** All characters **Attack, Defense** and **Health** values have a minimum of rating 1 and a maximum of rating of 10. Any extra bonuses or negatives are wasted.
- **Equipment:** Arm your characters with a variety of enhancements, from swords to gadgets! These cards usually apply a passive effect to the character.
- **Power:** Grant your heroes temporary or permanent boosts to their abilities with Power cards! (You can replace one attached Power card by playing another one!)
- **Battle:** Battle cards change the flow of combat for better or worse! These cards usually apply a conditional effect during combat after completing an objective and stay in play so you can plan your Battle strategy around them! You can only employ one strategy at a time, so use them wisely! (You can replace one battle card by playing another one!)

Unique: Any card that is Unique can only ever appear in a player's deck once.

Limited: Any card that is Limited can only ever appear in a player's deck the number of times specified on the card.

Card Layout and Mechanics:

A - Name: The top title of the card.

B - Rarity: Right under the name, is the card's rarity. * through *****

C - Energy Cost: The amount and type of energy it takes to Deploy this card.

D - Attack: The attack rating of your character.

E - Defense: The defense rating of your character.

F - Health: The amount of damage a character can sustain before being KO'd.

G - Card type: Melee, Human, Speedster, Flyer, Resolve, Angel, Ranged etc.

H - Game Text: Some cards have Passive Abilities that are constantly active, or are activated by in game conditions. Contains a **Hero Card's Astra**.

I - Faction: Most cards belong to a faction. That information can be found here.



Deck Building

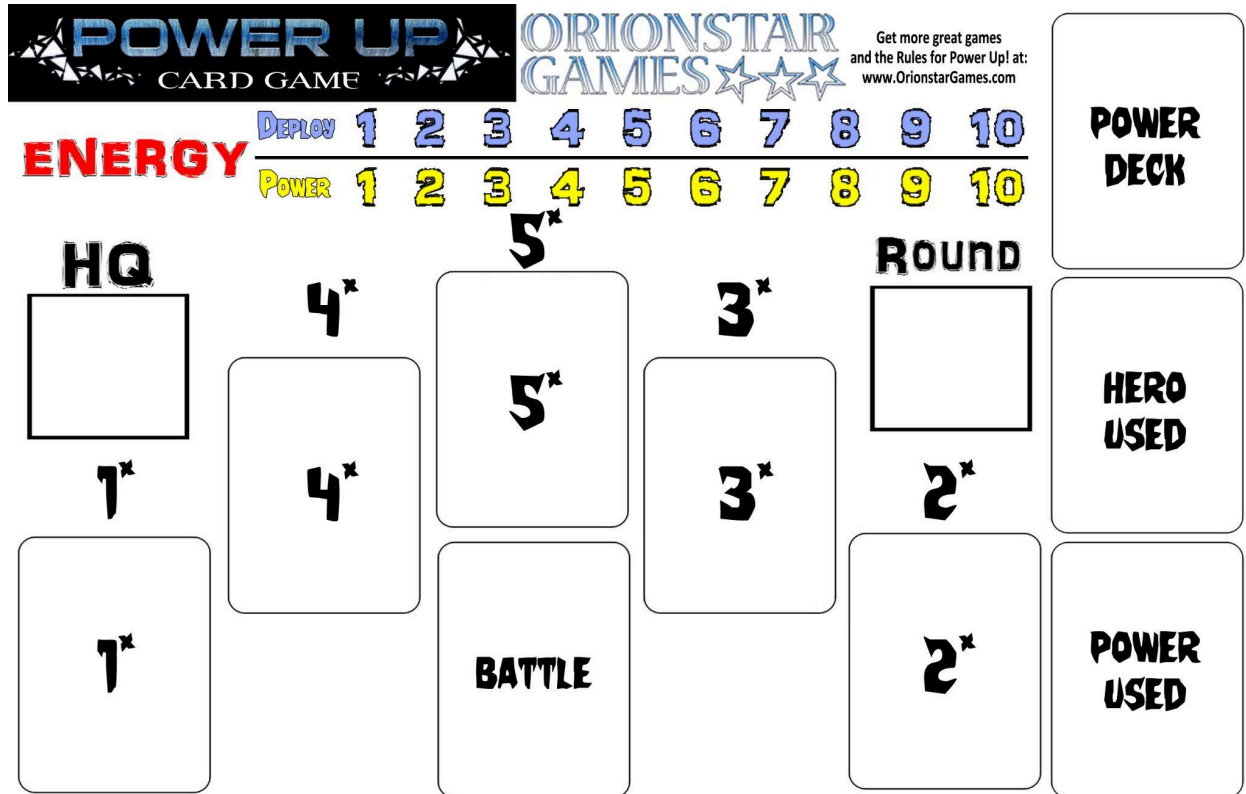
Power Up! has very few deck building restrictions. Here are the rules and guidelines:

- Decks are to contain 40 cards in total. They are split between a 20 card **Hero Deck** and a 20 card **Power Deck**.
- The **Hero Deck** consists of 20 **Hero** cards total and must contain four cards of each of the five **Hero** rarity types. **Limited** and **Unique** card rules apply to the **Hero Deck**.
- The 20 card **Power Deck** consists of a mixture of **Equipment**, **Power** and **Battle** cards. You can have up to three copies of each card unless they are **Limited** or **Unique**.

The Play Area

The game area is set up in a reverse "V" shape, or "**Flying V**". Place the **Hero** and **Power** decks on the right side of the play area with their respective used piles directly below them.

The play area has one slot for each rarity of **Hero Cards**. Only characters of the specified rarity can be placed in these respective slots. This allows for a fair game as nobody wants to face five 5* heroes at once! **Battle Cards** are played under your 5* Hero as they give their team battle tactics!



This setup gives each side up to 5 levels to back up the Party Leader to create balance

Sequence of Play

The sequence of play in **Power Up!** is simple, action packed and fun! This section will cover the different phases and their turn sequences that take place throughout the game.

Setup and Pre-Game:

1. **Set Round and Energy Counters!** Set the Round Counter to 1. This can either be a dice or standard counter. Set Deploy and Power **Energy** Counters to 1. *At the start of each round, players will increase the round counter and both Energy Counters by 1.*
2. **Set the HQ Totals!** Each player sets their HQ totals to the standard or desired amount for the game.
 - a. Players can use the standard HQ Health total of 7 or set their own desired amount. 5 and 10 are typical HQ totals as well. To play a shorter game, 5 is a great HQ total!
3. **Place All Heroes!** Both players place their heroes face down in their respective rarity slots. Each slot can only have 4 heroes of that rarity level. Each player then chooses one 1* rarity character to begin play with at no energy cost. Some rare heroes are Unique, meaning you can only include one copy of that hero per deck!
4. **Shuffle and Place Decks!** Both players shuffle their **Power Deck**. Players can decide whether they wish to cut both decks before beginning the game. Players then place their Power deck in their respective play areas.
5. **Determine Who Attacks First!** Players will first look at the bottom card of their **Power Deck** and check the Energy cost. The player with the highest energy cost card revealed this way will be Round 1's **Offense Player**. If there is a tie, look at the next card up from the bottom. Repeat this process until there is a winner.
 - a. **Note:** Players may decide on a different method for who attacks first. This could be a coin flip, dice roll, rock-paper-scissors, etc.
 - b. **Offense Player and Defense Player:** The Offense player is always the player that can **Deploy** and **Attack** first in the round. The Defense player is always the player that does this second in the round. These roles switch back and forth every other round of play. An easy way to keep track of this is by noting that a player became Offense player on even or odd rounds on the Round Dice/Counter.
6. **Draw Your Starting Hand!** Each player draws 5 cards from their **Power Deck**.
 - a. **Maximum Hand Size?** There is no maximum hand size in the Power Up card game. You can hold as many cards as you can draw unless a condition states otherwise.
7. **Begin Play!** Both players start their turn sequence as listed in the **Round Phases** section listed below.

Round Phases:

1. **Refresh!** Increase the Round counter by 1. **Stand** all **Knelt** cards that are able to do so.
2. **Power Up!** Increase character **Astra** level by 1. All heroes usually start with their first level Astra unlocked.
 - a. **Astra Level:** Every new round, an additional level of the character's **Astra** unlocks allowing them to use even more powerful abilities! Characters must be in play at the start of the round during the **Refresh! Phase** to have the next level of their **Astra** unlocked. (It is a good idea to keep track of all heroes' power levels, friend and foe!)
3. **Draw!** Draw one card from your **Power Deck**. There is no maximum hand size. Some character super powers, **Equipment** and **Battle** cards let you draw more cards! The more options you have access to, the stronger you'll be! Some even limit the amount of cards you can hold, so be careful!
4. **Deploy!** The **Offense Player** starts by playing **Characters** and **Equipment** to the battlefield by paying their printed energy cost. You can only have 5 characters in play at any one time and each character can only carry one **Equipment** card, unless stated otherwise. In this step, each player takes turns placing cards until there are no more **Deploy** actions declared.
 - a. **Timed Unlock:** Every round, players get Energy based on the round number for use in deploying heroes and to use hero abilities or **Power** cards.
 - i. **Example:** Round 1 generates 1 for both **Deploy** and **Power Energy** for both players. Round 2 generates 2 for both **Deploy** and **Power Energy**!
 - b. **Replace:** During the Deploy Phase, you can replace a hero of the same Rarity with another from your face down pile by paying its cost. The card below is sent to the **Used Pile** and the new card takes its place. If you replace the card below with the same card, it comes into play Standing. If it is a different hero, it comes into play Knelt. Other effects can cause this card to Stand and Attack on this turn as well.
5. **Battle!** with your opponent. Use **Powers** and activate your **Power Up!** abilities to change the combat's destiny by fulfilling **Battle** Card conditions! In this step, each player takes turns assigning attack and defense units until no more attacks are declared. When a hero is lost, place it in the **Hero Used Pile**. See **Battle Phase Sequence** section below.
6. **Resolve!** any residual effects from **Character Abilities**, **Equipment**, **Powers** or **Battle** cards. All unused energy is lost. Check for Win Conditions: "Capture HQ!", "No More Cards!" and "No More Heroes!" listed below.

Battle Phase Sequence:

The **Battle Phase** begins with the designated first **Offense Player** of the round following the below steps to complete his combat turn:

1. **Declare Team-Up Challenges!** If there is no Team-Up Challenge, skip to phase 2, **Attack!** See about Team-Up Challenges in the **Additional Battle Events** section below.
2. **Attack!** The **Offense Player** may start combat by designating one of his **Hero Cards** as an attacker. He then chooses which enemy character he wishes to attack. When doing this, the attacking card is turned sideways and is now "**Knelt**" to indicate it has been used. Cards will stay in the **Knelt** position until the **Refresh!** Phase unless otherwise stated on the card.
3. **Defend!** The **Defense Player** must now declare defenders against the attack if desired/able. **Standing** defenders have a choice to let the attack go through to their HQ. **Knelt** defenders have no choice, they must fight back and face the consequences.
4. **Powers!** Both players now have the opportunity to use card abilities, super powers and play **Battle** cards. These cards resolve with the **Power Chain** rule unless otherwise stated on the card. (See **Power Chain** Section Below) The **Offense Player** (attacking player) has first priority when playing cards and abilities in this phase. Once the **Offense Player** plays one card or effect, the **Defense Player** then has a chance to play one card or effect. Each player may take turns playing cards and/or effects until both are finished. Use your tactics wisely!
5. **Resolve Combat!** If a character was used to defend, the heroes deal damage to one another. If any hero's attack number meets a defense score, it deals 1 **Wound**. If a hero's attack would exceed a defense score, it deals 2 **Wounds**. If an enemy character is unable to be blocked or if the enemy decides not to block, it deals one **Wound** to the defending player's **HQ**. More information on **Health and Wounds** can be found in the corresponding section of the **Additional Battle Events** section below. (If the player's HQ is reduced to 0, the game ends for that player during main phase 5 Resolve.)
 - a. **Example:** Attacker's card has 4/3 and the defender's card has 4/2. The attacker's character would take 1 wound and the defender's character would take 2 wounds.
 - b. **Note:** The **Offense Player** may choose not to attack at all, or only use some of his characters. However, if both players have a turn where they make no attacks, the combat phase ends and no more attacks can be made.
6. **Aftermath!** Wounded characters that are reduced to 0 Health are instantly removed from the game. Any **Power, Equipment** and **Battle** cards attached to them are placed in the **Used Pile**.

The **Offense Player** and **Defense Player** designations switch and the previously defending player may now commence the **Battle Phase Sequence** steps listed above to complete his combat turn. Each player continues to alternate their combat turns in this fashion until no more attacks are declared.

Additional Battle Events:

1. **Team-Up! Challenge:** Once per turn, the **Offense Player** may issue a Team-Up challenge to **Duel** (see Duel under Keywords Section) a more powerful character of the opponents. To do this, choose two characters from the same faction and initiate the **Team-Up** to band together and take down a stronger foe. To issue a **Team-Up**, you must first:
 - a. **Declare Primary Hero and Team-Up Partner!** The Primary Hero must share the same Faction as the Team-Up partner and both must be of a lower rarity than the target of the **Team-Up Challenge**.
 - i. **Example:** *The attacker wants to choose his Primary Hero in the Team-Up to be his 4* Hero Chronis, Master of Time. They realize they can't complete this challenge because the enemy hero they are trying to attack with a Team-Up Challenge is a 3* hero, Marvelous Red. In order to perform this Team-Up, the attacker would need to choose a 2* Primary Hero and a 1* Team-Up Partner since both characters need to be a lower rarity than the target they are attacking.*
 - b. **Strike!** You may now combine both **Attack** values of your **Primary Hero** and **Team-Up** partner to attack the enemy Hero. The attackers and defenders deal damage to one another. Resolve this portion of the battle sequence before moving on to the **Attack! Phase**.
2. **Health, Defense and Wounds:**
 - a. **Health vs Defense:** A character's printed **Defense** score is almost always their **Health** total. Many factors can change this total, but it doesn't always change the amount of **Health** of a character. Even if a character's **Defense** stat changes, most times their **Health** total stays the same unless the effect states otherwise.
 - i. **Example 1:** A Power Up! Def +1 increases Super Fast Paige's Defense stat by one. This ability does not state that her Health total changes, so she still remains at her normal 4 Health maximum.
 - ii. **Example 2:** An Equipment Card, Biomechanical Jumpsuit can be equipped to a character. The card reads, "+1 Atk, +1 Def. As long as Biomechanical Jumpsuit is equipped to this character, increase their Health total by 1. If this card leaves play, deal 1 Wound to the character it was equipped to." This card specifically states to increase a character's Health total.
 - b. **Wounds:** When a character gets hit hard enough to deal a fatal blow, they take a **Wound**. To deal a Wound to a character, your **Attack (ATK)** must meet or beat the enemy **Defense (DEF)**. Any time you *MEET* a DEF total, you deal 1 **Wound**. If you *BEAT* the DEF total, you deal 2 **Wounds**. When a character's **Wounds** reach the same number as their **Health** total they are **KO'd**, immediately removed from the game and placed in the **Used Pile** unless there is a condition that states otherwise.
 - i. **Example 1:** Super Fast Paige ATK 4 / DEF 4 chooses to attack Blazing Brandon ATK 7 / DEF 3. The enemy player decides he is going to defend the attack rather than take the hit to HQ. The Characters then battle. In this case, Super Fast Paige and Blazing Brandon would both deal two Wounds to one another since both of their Attack (ATK) stats are higher than one another's Defense (DEF) stat: 4/4 vs 7/3.

- ii. **Example 2:** Super Fast Paige 4/4 chooses to attack Dark Mike 3/4. If the enemy player defends this attack, Dark Mike will take a wound and deal no wounds to Super Fast Paige. That's not a good situation, so he decides to let Super Fast Paige's attack go through and hit his HQ for 1. He has other plans to use Dark Mike in another combat and wants him to stay alive so he can get stronger.
 - iii. **Example 3:** Super Fast Paige 4/4 chooses to attack Light Julie 2/6. These characters would Negate any damage done because neither has enough power to overcome the others' defense stat. At least the enemy player didn't take any damage to their HQ this time!
3. **Power Chain:** The Power Chain is the order in which **Astra**, activated equipment or any other effects take place and how they resolve.
- a. To start a Power Chain, any player would need to use an effect with the **Instant** keyword in response to any game action either player takes.
 - i. **Example 1:** A player declares an Attack or Block. A player plays a Hero's Astra. The effect that is played last resolves first!
 - ii. **Example 2:** Proceeds as follows:
 1. Player 1 uses Blazing Brando's 1st Astra, Blaze to enhance his attack to 7 and attacks Super Fast Paige.
 2. Player 2 then responds by using one of Super Fast Paige's Evade counters, negating the Wound.
 3. Player 1 then responds by using an Instant Frag Grenade on Avenge Boy to Stun Super Fast Paige. This effect goes off last unless another Instant card is played.
 4. Player 2 then responds by using Phantasma's Instant ability Whispershield to give Super Fast Paige a +2 Defense.
 5. **What happened here?** Let's resolve it from Last to First and include how the Instant Effects came into play.
 - a. We'd have 2 Power chains here. One for the normal effects, and one for the Instant Effects. Each Chain resolves from last to first in the order described below:
 - i. **Instant Power Chain:** Player 2 then responds by using Phantasma's Instant ability Whispershield to give Super Fast Paige a +2 Defense. Player 1 then responds by using an Instant Frag Grenade on Avenge Boy to Stun Super Fast Paige. This effect goes off last unless another Instant card is played.
 - ii. **Normal Power Chain:** Player 2 would have used an Evade Counter, but can't because Paige is now Stunned! Player 1's Blazing Brandon would now attack, dealing 2 Wounds instead of 4 due to Paige getting an instant Defense +2 from Phantasma.

Win Conditions

1. **Capture HQ!** This is the typical way to win a game of **Power Up!** If any player's **HQ** is reduced to **0** Health, the game ends.
2. **No More Power Cards!** When the first person runs out of cards in their **Power Deck**, the game stops. Check the conditions below to determine the winner:
 - The player with the highest HQ total wins the game! If this is a tie...
 - Then count the rarity stars of all your deployed heroes and add them together. The player with the highest star total wins the game! If this is a tie...
 - Then the player that ran out of cards first loses the game!
3. **No More Heroes!** If any player has no heroes left to deploy on the field, they lose the game.
4. **The 10th round!** After the 10th round of play, each player follows the steps above in **2. No More Power Cards!** to determine the winner!

Optional Game Modes

Sometimes you might want to try different approaches to how you build your decks and play a game of **Power Up!**

Same Faction! This mode is when all Rarity slots are filled with Heroes of the same faction. This is the suggested and typical game mode.

Mixed Factions! This mode is when you can mix any number of hero factions into your deck. BEWARE! This game mode can be chaotic and is untested by us, the developers! Play at your own risk! Muuahahaha! The disadvantage to playing this kind of deck is that only heroes of the same Faction can initiate a **Team-Up Challenge** unless the card says otherwise.

Keywords Glossary

Attack and Defend actions

Attack - The basic Attack command. Kneel (turn sideways) a character to show that it has attacked. Hero Attack value (next to the sword icon) can be found at the bottom left of the card above Defense. A character's stats can never go above 10.

Defend - The basic defend command. When a character defends, it Kneels unless it has the **Resolve** keyword or states otherwise. A hero's Defense value (next to the shield icon) can be found at the bottom left of the card below Attack. A character's stats can never go above 10. Note that a standing hero that is being attacked can choose not to Defend and allow the attack to go through to HQ.

Stand and Kneel

Stand - A "Standing" character is a character turned upright. Some characters have the ability to stay standing whether they attack or not with abilities such as **Resolve**. The Standing of characters usually occurs on the **Refresh!** phase, but some abilities allow characters to stand at other times during the game.

Kneel - A "Kneeling" character is a character turned sideways. This usually happens through the effects of: attacking, being attacked by an enemy, using a certain Astra or being stunned or another similar effect. When a character has an Astra that doesn't involve the Kneel symbol "->", it can be used even when kneeling for the associated energy cost. Passive abilities are always active.

Basic Terms

Astra – A hero's abilities are their Astra. These can be passive effects that stay active, or may require energy or a character to Kneel to activate or both! Astra that don't have a Kneel symbol "->" are not required to Kneel to activate and can be activated while Kneeling. Most times, higher rarity heroes will have more Astra than lower rarity heroes. Astra Levels unlock as the hero remains in play and rounds pass.

Attach/Attached - Some cards bind themselves to another. A typical use of this would be Equipment cards attaching to a hero. However, some heroes can even attach themselves to another hero card!

Counter - Some cards have counters. These are small tokens that can be placed on them of various types that represent a rule or ability. *Example: Wound counters represent how many Wounds a hero has taken. Regen counters show how many times that hero can use the Regen ability.*

Equip/Equipment - Equipment cards are drawn from the **Power Deck** and can be attached to Heroes and produce various effects when Equipped.

KO/KO'd - When a Character card is Knocked Out, they are KO/KO'd and moved to the Hero Used Pile, effectively removed from play.

Negate - This keyword means canceling out something. For example, you can Negate an incoming **Wound** or **Astra** activation or Battle card effect.

Negative Effect - Negative Effects can be anything from detrimental counters, cards or **Astra** effects applied by enemy heroes.

Redirect - You may change the target of one **Astra**, Power card or other effect to another target specified.

Target - This term specifies what card or effect will be the focus of an Astra, Power card, Battle Card or Attack.

Unattach/Unattached: This term refers to removing an **Attached** card.

Unavoidable - This ability or attack cannot be stopped or blocked or evaded by any means unless an ability states otherwise.

Wound - Wound means to damage a character by 1 or more. This is determined by the combat phase or Astra being used.

Card Restrictions

Unique: Any card that is Unique can only ever appear in a player's deck once.

Limited: Any card that is Limited can only ever appear in a player's deck the amount of times listed in parentheses. *Example: Energy Orb is Limited (3)*

Card Ability Keywords

Ability (1) - Abilities with this format come into play with ability counters on them and can be used the specified amount of times shown in parentheses. The card text will show if it can be used more than once, or if it needs to kneel or requires energy to activate.

Ability *(1x) - Abilities with this format can be used the number of times inside the parentheses each round by paying the associated energy cost. You have to pay the energy cost for each activation up to the maximum number of times the ability allows for. In this case, it is only once.

Break/Broken - The Break effect destroys something. When it is used, the card will specify what is to be destroyed with Break. *EX: Break one equipment card attached to this hero.*

Condition - Certain cards require Conditions to be met before the effect of the card will take place. Conditions are usually reserved for Battle cards, but sometimes other cards require them as well.

Constant - These cards remain in play and usually provide an effect every turn.

Copy - Some cards can replicate another effect. When this happens, you may use a 1 for 1 copy of that effect as though you activated it.

Diversion - You can redirect one attack aimed at one hero to any other character of your choice once per round. This includes Team Up attacks.

Duel - Some characters can force another character to Duel. In this case, both Heroes would Kneel and deal damage to one another. Either hero can be standing or kneeling when being the target of a Duel.

Evade - some cards can completely dodge incoming Attacks, Astra, Power Cards, Battle Cards or Wounds. Each card will specify what can be Evaded with its Astra.

Heal - When you heal a wound through an Astra or Regen or other means, you remove the specified number of wound counters from a character.

Immortal - This ability makes it so a card can't be KO'd until the end of the round.

Immune/Immunity (Type) - Some cards cannot be affected by certain abilities or effects. *EX: A card has Stun Immunity. This means anything targeting that card with Stun or Stunned has no effect.*

Instant - These abilities are able to go on the Power Chain. Abilities that aren't "Instant" cannot respond at the required speed to go on the Power Chain.

Power Up! - This rare ability unlocks a target character's next Astra ability.

Regen - Regen allows a character to remove 1 Wound counter that they have suffered.

Resolve - Some characters never get tired, or have amazing willpower. Cards with Resolve do not Kneel when Attacking or Defending. They can still only attack once per round unless another card or ability allows them to do so.

Speedster - You may choose to Attack two times per round with a -1 Atk until end of turn.

Steal/Stolen - You gain control of one Hero, Power, Equipment or Battle Card or a Positive Counter the opponent controls. Follow the conditions of the rules text of each card using the Steal effect.

Strike First - This card doesn't take Combat damage until the end of the combat, meaning it could KO the enemy hero before it has a chance to strike back. If the enemy hero survives the combat, it deals damage normally at the end of the combat.

Stun/Stunned - A Stunned character cannot Attack, Defend or use any Astra until the beginning of the next Round.

Team-Up! - Some cards force a specific Team Up condition where they use your Team Up Challenge in a special way. Some cards even allow for a second Team Up Challenge!

Unblockable - This ability makes it so a hero can attack an HQ directly. This card can be stopped by other means, such as Astra, Power or Battle effects.

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