

An arms race by Fred LeBlanc.

3-5 players

**②** 60–75 minutes

🕯 ages 14+



@flustgames · http://flust.co

The Doomsday Clock is ticking, the world sits on the brink of war, and you're leading your nation into the fray. As Midnight approaches, you must outsmart a world trying to outsmart you.

Can you survive the chaos? Can you thrive in it?

**5 Minutes 'til Midnight** is a game of tactics, intimidation, and survival at all costs. You must build your nation's *Worth* up while others will try to tear it down. Your nation shares a border with every other nation, and each of these fronts are ripe for attack... either on you or by you. The end is coming quickly and the world is changing fast. Prepare accordingly, if you can.

# 3 Ways to Rule the World

- Economic domination: be the first nation to build to 60 or more Worth before the Doomsday Clock strikes Midnight.
- **Military devastation**: be the only nation not in *Ruin*, that is, the only nation whose Worth is greater than 0.
- Or **win the war at the end**: once the Doomsday Clock strikes Midnight, survive with the greatest remaining Worth.

# **Components**

- 1 Doomsday Clock - 5 flag banners

- 5 Doomsday Clock cards - 125 Action cards (5 decks of 25)

- 1 minute hand - 2 dice (1 black, 1 red)

- 5 reference cards - 3 In Ruin tiles

- 5 player boards - Escalation Expansion: 20 Escalation cards

- 5 score markers - *Pacts* Expansion: 5 Pact cards

# Setup

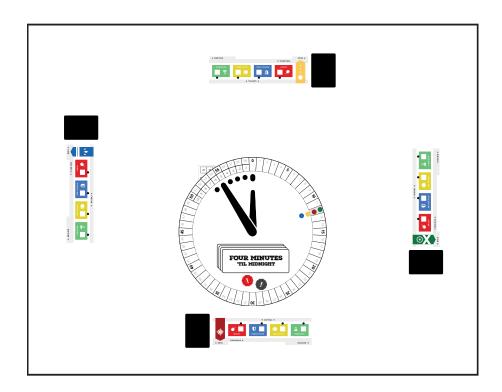
5 Minutes 'til Midnight comes with the core game and 2 expansion modules. For your first game, try just the core game.

### **Preparing Your World**

- 1. Place the **Doomsday Clock** in the middle of the table.
- 2. Set out both dice for the first player to take.
- Point the Doomsday Clock's minute hand to 5 Minutes 'til Midnight.
- Stack the **Doomsday Clock cards** on the bottom of the clock, with the white sides of each card face up;
   Minutes 'til Midnight should be on top, descending down through 1 Minute 'til Midnight' on bottom.

#### **Preparing Your Nation**

- Each player takes a reference card, a player board, its matching scoring marker, flag banner, and deck of 25 Action cards (each deck is comprised of 7 Cannons, 6 Shields, 4 Builds, 3 Upgrades, 2 Intelligence, 1 Jam, 1 Siren, and 1 Large Cannon).
- 2. Place your flag banner and player board directly in front of you. Set each dial to their lowest value.
- 3. Place your scoring marker at **12** on the scoring track along the outside of the Doomsday Clock.
- 4. Shuffle your deck of cards, then place them face-down to the left of your player board.
- 5. Finally, draw a starting hand of 5 cards from your deck.



#### Setup for 4 Players »

Your table will look something like this.

### Who Goes First

The player that most recently crossed a border — any border — becomes the *current player*. Give them both dice. Players will take turns clockwise around the table.

Before getting into how turns work, first, a quick look at the world.

# Setting the Scene

War seems inevitable, and as they say, history is written by the victors.

### Your Table is the World

Your nation's part of that world is an equal share of the table sitting directly in front of you. Your nation shares a border with *every other nation* — even those across the table from you. You must defend these borders, one front per opponent, while you push to take over what's left of the world.

# The Doomsday Clock is Ticking

The game takes place over six rounds, tracked by the Doomsday Clock. Each time a round ends and the Doomsday Clock ticks, nations grow stronger and the world gets a little more chaotic.

During each round, players take turns drawing cards and performing actions. These actions let you build up your nation's value (its *Worth*), intimidate others through attacks or bluffs, upgrade your nation's stats to become more powerful, bolster your stockpile, and try laying down *just enough* of a defense to not be overrun by your rivals in the process.

But there's a catch: you don't know how long each round will last. You may get one turn this round. You may get six. You may not get any. Keep an eye on the Doomsday Clock. It can tick on *any* turn.

Once the Doomsday Clock strikes Midnight, everything ends in one final battle.

# Worth is Everything

*Worth* is your nation's value, and is tracked along the outside edge of the Doomsday Clock. It's the key to victory. Whenever you build your nation up, you'll gain it in Worth. Whenever your nation takes damage from an attack, you'll lose it in Worth.

Build Worth early, often, and protect it at all costs. Remember, there are three ways to win:

#### **Economic Domination**

Be the first nation to build to 60 or more Worth at any point *before* the Doomsday Clock strikes Midnight.

#### Military Devastation

Be the only nation not currently in *Ruin*. A nation falls into Ruin when its Worth falls to or below 0.

#### Or Win the War at the End

Once the Doomsday Clock strikes Midnight, survive the final battle with the greatest remaining Worth.

Next, exploring the nation you're leading to war.

# **Exploring Your Nation**

Your nation is an equal share of the table that's directly in front of you. It's broken into two regions: your *Borderlands* and your *Capital*.

#### Your Borderlands

Your nation's borders sit halfway between you and each other player at the table. The area on your side of these borders are your **Borderlands** and is where you'll play Borderlands cards.

All Borderlands cards are played *face-down* along the shared border between you and the nation you're targeting with them. Your nation borders *every other nation*, even nations across the center of the table. This means that you have one border to protect *per opponent*. Each of your shared borders have Borderlands.

Most cards played here attack others or defend your nation from others' attacks, but since all cards here are played face-down, you won't know what others are plotting against you until you meet in battle. Was that just a defensive measure? Or are you staring down the barrel of a Cannon? (Or two?)

Use your Borderlands to bluff, intimidate, and attack others as you see fit.

# **Your Capital**

The area on and around your player board is your Capital, from where you'll run your nation.

First, the **Capital** itself is just above your player board, and is where you'll play your Capital cards. Capital cards are played *face-up*, and generally have a triggering condition that sets them off. (More on this in *Taking Your Turn*.)

Your **deck** sits to the left of your player board. Whenever you must draw cards, draw from here. Similarly, your **discard pile** builds face-up to the right of your player board. Whenever you must discard, discard here.

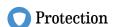
Your **hand** is your nation's inventory. The actions you can take on your turn are mostly determined by the cards in your hand.

Your **stockpile** gets built during the game just below your player board in a face-down pile. Once the Doomsday Clock strikes Midnight, only the cards in your stockpile can be used to prepare for your nation's final battle. Build your stockpile steadily throughout the game, but keep in this mind: once a card goes into your stockpile, it *must* stay there until Midnight.

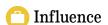
Finally, your **nation's four stats** are found on the player board itself. These stats are:



How hard you'll attack others in combat



How well you'll defend against others' attacks



How much you can draw and play each turn



Your stats start low, but you'll work to upgrade them throughout the game. *How* you upgrade them is up to you. Is a strong offense the best defense? Will you try to outpace others with research? Maybe turtle up and let others go at it? Something a bit more balanced? It's your call to make.

# Taking Your Turn

Play happens in turns, moving clockwise around the table. Each turn has 5 steps: roll, draw, perform actions, discard, roll again.

# Step 1: Roll to Set the Tone

Roll the black die to set your turn's tone. This roll affects the last step of your turn.







**Tense**Conflict or more is possible.

# Step 2: Draw Cards

Probably no conflict this turn.

Draw cards into your hand equal to your nation's influence. For example, if your influence is 2, draw 2 cards. If you can't draw all of the cards required, draw all of your remaining cards, and your turn the stops here; the Doomsday Clock ticks. See *The Doomsday Clock*.

# **Step 3: Perform Actions**

Perform actions with your cards. Your nation's influence determines the maximum number of actions you can perform on your turn. For example, if your influence is 2, you can perform *up to 2 total actions* — meaning 0, 1, or 2 actions — this turn.

**There are three different actions to choose from.** Perform these in any order, as many times as you wish, with each time counting as performing one action:

### Available Action 1: Play a Card From Your Hand

Take a card from your hand and play it in one of the ways listed on the card itself. There are four possible ways that a card might be played.



**Capital** — Place this card *face-up* in your Capital. This card's effects take place as soon as its triggering condition (as stated on the card) has been met. Check these cards regularly, as they may even trigger on other players' turns.



**Borderlands** — Place this card *face-down* in your Borderlands along the shared border of the nation you want to use it against. You can always check the cards you've played in your Borderlands. These cards will resolve during *conflict*. See *Conflict* for more.



**Discard** — Reveal this card to everyone, resolve its effects immediately, then discard it. Your discard pile shuffles back into your deck each time the Doomsday Clock ticks, so don't be afraid to use *Discard* abilities early and often.



**Wild** — Cannons and Shields both can be discarded three at a time to build Worth equal to your nation's **(L)** research. You can substitute cards marked with *Wild* in place of a Cannon or Shield when building Worth in this way.

#### Available Action 2: Move a Card in Your Borderlands

Take a card that's already in your Borderlands and change the opponent it's targeting. To do this, physically move the card to the shared border of the nation that you wish to target instead.

#### Available Action 3: Add a Card to Your Stockpile

Take a card from your hand and place it face-down into your nation's stockpile. Once a card goes into your stockpile, it *must* stay there until Midnight.

# Step 4: Discard Down to 7 Cards

Once you've performed all of the actions for the turn, you must trim your hand down to 7 cards. However, **discarding is not free**. Lose 2 Worth *per card* discarded as a disposal fee.

This step only applies to you on *your* turn, and only at *this* part of your turn. Your hand can grow larger than 7 cards on other players' turns — even in the step right after this one — but at *this* step of *your* turn, your hand must be at or under 7 cards to avoid discarding and losing Worth.

# Step 5: Roll Again to Resolve Tension

If your roll in Step 1 was *calm*, your turn ends. Pass the dice to the next player for their turn. Otherwise, if the tone was *tense*, you must now roll the red die to resolve the tension.



**Crisis Averted... For Now** You've escaped unscathed. Draw 2 cards.



**Tensions Rise**Draw 2 cards, then play cards to your Borderlands.

**3 players:** play up to 1. **4-5 players:** play up to 2.



**Conflict Ensues**Resolve your border disputes.
See *Conflict*.

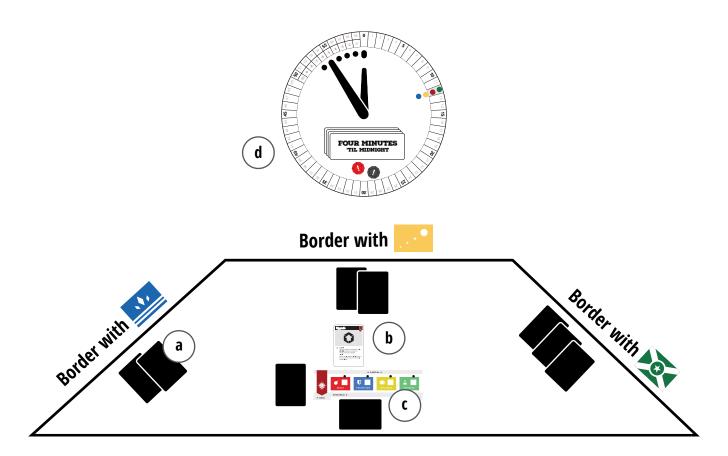


**The Doomsday Clock Ticks**This round comes to an end.
See *The Doomsday Clock*.

If you cannot draw all of the cards required to resolve this roll, draw all of your remaining cards and the Doomsday Clock ticks regardless of what was just rolled. See *The Doomsday Clock*.

Once this roll has been resolved, your turn ends. Pass the dice to the next player for their turn.

# Examples of Playing Cards in Your Nation



# a) Playing in Your Borderlands

You've played two cards targeting the blue nation. Like all cards in your Borderlands, these are played face-down. Likewise, the blue nation will play cards against you on *their* side of the border, in *their* Borderlands. These cards are revealed during your next conflict with the blue nation. (Remember, you can always look at any card you've played face-down.)

# b) Playing in Your Capital

You've also played an Upgrade card to your Capital. Cards played here are done so face up, and only activate once their condition has been triggered. Upgrade lets you upgrade an attribute 1 level, but only once the number of Upgrades in play globally matches the number of nations playing the game.

# c) Playing to Your Stockpile

Like any good leader, you're keeping an eye on the bigger picture, and remembering to stockpile cards for Midnight. Cards played here are done so face-down, and must remain here until Midnight. However, like cards in your Borderlands, you can always look through your stockpile if you forgot what you've already stashed away.

# d) "No Man's Land"

The Doomsday Clock in the center of the table is no man's land, but your nation borders *every other nation*, meaning that if there is a nation on the other side of this land, you have a border that needs protecting. Play cards against them on your side of the clock, pointing towards them.

# Conflict

A conflict is when a nation resolves all of its current *border disputes* one at a time, clockwise around the table.

# Resolving a Border Dispute

A *border dispute* is a skirmish between two nations. Both nations reveal all of the Borderland cards that they've played towards one another. They then divide these cards into their three timing phases: **Ready!**, **Aim!** & **Fire!**, and then resolve them accordingly in order.

In all three timing phases, the current player resolves their cards first.

#### First: Ready!

Follow each card's instructions, discarding cards as they're resolved.

#### Next: Aim!

Again, follow each card's instructions. Discard **Aim!** cards only if they say to do so — they may stick around for the **Fire!** phase to change how the rest of this dispute plays out.

#### Finally: Fire!

Finally, **Fire!** cards resolve in combat: the current player attacks the other nation, and if the defending nation survives, they counterattack.

To determine if an attack deals damage, the attacking player totals up the attack damage from their remaining **Aim!** and **Fire!** cards, while the defending player totals up the defense from *their* remaining **Aim!** and **Fire!** cards.

If the attack total is less than or equal to the defense total, no damage is dealt. Otherwise, the difference in these totals comes through as damage to the defending nation. The defending nation subtracts this amount from their Worth.

If the defending nation's Worth didn't fall to or below 0, they counterattack. Perform this same comparison in reverse, with the current player now defending instead. (If their Worth *did* fall to or below 0, they fall into Ruin. See *Ruin* for more.)

Once combat has been resolved, discard all remaining cards in this dispute. The current player moves onto their next dispute, repeating this process until they've resolved all of their disputes clockwise around the table — even the disputes where they didn't play any cards.

### **Global Conflict**

There is a *global* conflict each time the Doomsday Clock ticks. In these, once the current player finishes resolving all of their border disputes, the next player clockwise around the table resolves all of *their* remaining disputes with other nations, continuing clockwise around the table until all disputes have been resolved.

# Ruin

If a nation's Worth falls to or below 0 at any time, it falls into *Ruin*. Nations in Ruin must *recover* to re-join the battle at large.

# **Falling Into Ruin**

As soon as your nation falls into Ruin, immediately stop what you were doing and instead:

- 1. Discard all cards currently in your Capital and Borderlands;
- 2. The nation that put you into Ruin takes a card of their choice from your hand. This card is goes into their hand, and is now *their* card for the rest of the game. (If your hand is empty, they may take the top card of your deck instead);
- 3. Downgrade one level of your choosing;
- 4. Then take an In Ruin tile from the box and place it in your Capital.

### Sanctions & Benefit Programs

While in Ruin, your nation is subject to both sanctions and benefit programs. These are both listed on the *In Ruin* tile that you'll put in your Capital.

#### Sanctions

- You do not roll dice, your turn's tone is always calm
- You cannot attack others
- You cannot play cards to your Capital, Borderlands, or stockpile
- You cannot upgrade your stats through any means
- If the Doomsday Clock is at or strikes Midnight while you're in Ruin, your nation is eliminated from the game

#### Benefit Programs

- You cannot be attacked by others
- You do not lose Worth during ticks of the Doomsday Clock
- As an action on your turn, discard 2 of the same card (any card, you can use Wilds to make pairs) to gain 2 Worth
- There is no disposal fee for discarding cards during your turn's discard step

# **Recovering From Ruin**

Your nation recovers once it's built itself back up to **at least 6 Worth**. Once this happens, even midturn, place the *In Ruin* tile back in the box. All sanctions and benefit programs are gone, and you're back in the game as a regular nation.

If you recover from Ruin mid-turn, your turn's tone is still calm, but you can perform the remainder of your turn just like a regular turn. You also now will be penalized for discarding cards during your turn's discard step.

# The Doomsday Clock

The Doomsday Clock is ticking down to Midnight.

The game takes place over six rounds, tracked by the Doomsday Clock, though length of each round is unknown. The Doomsday Clock can trigger on *any* turn, ending the current round.

There are three events that cause the Doomsday Clock to tick:

- All nations have played a Siren to their Capital
- A nation cannot draw all of the cards that it's required to draw
- The second roll of a turn comes up a clock

# Changing the Doomsday Clock

To change the Doomsday Clock, move the minute hand one minute closer to Midnight, then flip the top card of the stack to its reverse side. This shows the new time remaining and the events that take place for this change.

Each change before Midnight is a transition between rounds that happens in two phases: a "sunset" phase that ends the current round, followed by a "sunrise" phase that starts the next round. Though the effects intensify as the Doomsday Clock gets closer to Midnight (the specifics of which are stated on the clock cards themselves), the process for each change is the same:

#### **Sunset Phase**

- 1. All nations lose Worth (see the card for how much)
- All nations not in Ruin upgrade attributes (see the card for how many levels)
- 3. Global conflict ensues, starting with the current player

#### Sunrise Phase

- 1. All nations shuffle their discard piles back into their decks
- 2. Perform any end-of-round actions
- The flipped Doomsday Clock card is returned to the box, showing the next card in the stack

Midnight works a little differently: it only has a sunset phase. See Midnight.

# Midnight

The end has come, but you're ready. Right?

Once the Doomsday Clock strikes Midnight, the rules change slightly:

- Players can no longer win through Economic Domination (that is, building to 60 or more Worth)
- Any nation that's in or falls into Ruin is immediately eliminated from the game

### **Unearth Your Stockpiles**

Surviving nations now put their current hands to the side and pick up their stockpiles. Stockpiled cards are the *only* cards that can be used in this final phase of the game. Place the dice in the middle of the table, as they will no longer be needed this game.

#### Make Your Final Moves

The current player starts this final round. If they've been eliminated, the closest player clockwise to them that's still in the game becomes the current player instead.

This nation plays one turn's worth of actions (that is, up to their influence worth of actions) from the cards in their stockpile and currently in their Borderlands. There are no die rolls and no discarding down to 7 cards on these turns, just performing actions. Repeat this clockwise around the table twice until all remaining nations have had the chance to play **two turns worth of actions**.

**Note:** there is no penalty for not having enough cards or having too many cards in your stockpile, and you don't have to play cards if you don't want to.

# Fight Your Final Fight

Remaining nations now have one final global conflict, starting with the current player. Remember, any nation that falls into Ruin is *immediately* eliminated from the game. As before, if at any point there is only one nation left in the game, they win automatically through Military Devastation.

# Crown the Champion

If more than one nation survived the final battle, the nation with the greatest remaining Worth wins, and now rules the world. Hopefully they will rule justly and wisely as they lead humanity back from the brink. Perhaps things will even return to normal someday.

#### **Duel to Break Ties**

There are no shared victories in armageddon: settle ties with a duel.

To duel, all players tied for the win take *all* of their cards and shuffle them into a deck face-down. On the count of three, players in the duel flip over the top card of their deck.

If anyone drew a Large Cannon, all nations that didn't are eliminated. If no one drew a Large Cannon, but someone drew a Cannon, all nations that didn't are eliminated. Otherwise, the duel continues: everyone still in draws again.

Repeat this until there is only one nation left standing. (If you somehow get through the entire deck without a winner, shuffle up and keep going.)

# Clarifications for the Core Game

Clearing up some common questions and ambiguities.

- If you upgrade your influence during your turn, the additional action that comes with that upgrade can be used *this turn*. (You don't draw an extra card this turn, though, as that step of your turn will have already passed.)
- During combat, if the defending nation's Worth falls to or below 0, they're now in Ruin and the dispute ends immediately. The same goes for the nation resolving its disputes: if at any point its Worth falls to or below 0, their conflict ends immediately, disregarding any unsettled disputes, and they are now in Ruin. See *Ruin*.
- You can always look at any card you've played face-down whether that's in your Borderlands or your stockpile. These cards are not secret to you, and towards the end of the game you may have a hard time remembering what you've put where.
- If you trigger the Doomsday Clock on your turn before getting to the discard phase, you *do not* need to get your hand down to 7 or fewer cards this turn.
- No one can rummage through your discard pile except you.
- Rolling *Tensions Rise* on your second roll lets you play cards to your Borderlands, not perform normal-turn-style actions. You can *only* play cards from your hand to any of your Borderlands.
- No two nations should ever cross the 60-Worth mark at the same time. If a situation ever arises where where they do, the current player or player closest to that player clockwise around the table wins the game.
- Cards discarded during the discard step of your turn and after disputes don't trigger any Discard actions they have. These *only* trigger when the card is played that way as an action on your turn.
- When a nation is resolving its conflict, it must resolve *all* of its conflicts, even along fronts to which it didn't play any cards but its opponents did.

### Tips for Basic Strategy

- At Midnight, you'll perform two turns worth of actions from your stockpile. This means that the maximum number of cards to put into your stockpile for Midnight is twice your influence.
- Don't forget that you can move cards between Borderlands as an action at Midnight too.
- Once your research reaches 3, you no longer need to play Build cards into your Borderlands to maximize their value.
- It may prove difficult to hold a lead. Expect to become the world's most wanted while leading.
- Formulate a long-term strategy, but be ready to adapt it quickly as others get more powerful in ways you didn't expect.
- Keep an eye on what and how others are upgrading, or you may end up with a surprise menace you can't contain.
- The final fight can be devastating. No lead is safe.
- At Midnight, try to anticipate what the other players are going to do and shape your strategy around that. The nation in the lead appears to be the prime target, but what will happen if everyone decimates the same player? Who is currently in second?

# Expanding the Game

Once you've got a game or two of the core game under your belt, try adding one or more expansion modules to bring even more fun and chaos to the game.

5 Minutes 'til Midnight comes with 2 expansion modules right in the box. These modules can be used one at a time or both at once as you see fit.

#### **Escalations**

Add to the chaos with *Escalations*. Each time the Doomsday Clock ticks, a new Escalation is added to the game — each being one small tweak to the rules of the game. While just one tweak may be mild, each newly drawn Escalation stacks atop the others already in play. And with 20 Escalation cards, no two games will play exactly the same.

#### Components

20 Escalation cards

#### Setup

1. Shuffle the deck of Escalation cards and place them in the center of the table.

#### How to Use This Expansion

Each time the Doomsday Clock ticks (except Midnight), reveal the top Escalation card during the *end-of-round action* step. Read this card aloud and place it face-up at the center of the table. This card takes effect immediately, and remains in effect for the rest of the game. Only discard this Escalation card if it says to do so.

Line up each subsequently-drawn Escalation so that they can all be seen by everyone. Each new card adds to the cumulative effect of all previously cards drawn unless the Escalation card says otherwise. (Some Escalation cards will have you drawing additional cards or upgrading a level. Whenever these are drawn, resolve those effects immediately.)

#### **Pacts**

Work together and prosper with others until you can't with *Pacts*. Each nation gets one Pact that they can forge with another nation. If both sides agree to it, they'll each gain Worth for playing defensive cards to their shared border. But beware! If either side plays just one card that attacks the other, the Pact breaks, and the backstabber gains a substantial albeit temporary advantage.

#### Components

- 5 Pact cards

#### Setup

1. At the start of the game, give each player a Pact. Put this card to the left of your deck — it is not a part of your hand, your deck, or your Capital, but it is *your* Pact.

#### How to Use This Expansion

During any point in the game — either during your turn or others' — *except* while resolving a tick of the Doomsday Clock, you can negotiate entering into a Pact with any other nation. (Either you or that other nation must have a Pact available to use.) If both sides agree, take one of your Pact cards and place it between you, face up, across your shared border.

While in place, both sides will gain 1 Worth per Shield, Build, and Jam card that they play to the Borderlands governed by the Pact as long as both sides do so. Pact effects are resolved before cards in the dispute do, meaning that your bonus for playing Build cards comes *on top* of the Worth that it will already earn you.

The Pact remains in place until it's breached by either side. A Pact is breached once either side plays a card that deals damage to the other (signified by a red Pact-break symbol on those cards). For that dispute, all cards with the green Pact-gain symbol on them are immediately discarded and both sides' gain +2 to their might for that dispute, resulting in a devastating blow of back-stabbery. The Pact is then discarded, returning it to the box, and this front's rules return to normal.

#### Clarifications

- A nation can enter into multiple Pacts with different nations at the same time, but not multiple Pacts with *same* nation at the same time.
- You only earn Worth from a Pact if both sides play cards to your shared borders. Otherwise, cards like Build will score as normal, but with no additional bonus.
- After a Pact between two nations is breached, those nations can re-enter into a second Pact
  assuming that either side still has a Pact left to forge (and that both sides can trust each other
  again).
- There are no penalty or bonus for holding onto your Pact. It's worth nothing if it's never used.

# Other Expansion Modules

Hungry for more ways to conquer the world? We've got you covered. (*Not included in this box.*)

#### **Flashes**

Desperate times sometimes call for drastic measures. Flashes let you find inspiration, brilliance, hostility, prowess and more to temporarily boost yourself back into the game.

#### The Black Market

Cannons for sale! Get yer Cannons here! How about a Shield? Spend your hardearned Worth on new cards to help steer your nation to victory.

### **Dangerous Ties**

Adds 6 more unique, advanced new cards for use in the Black Market or on their own that let you sneak, weasel, and blackmail your way to the top, while taking others out at the knees.

#### At All Costs

Adds 6 more unique, advanced new cards for use in the Black Market or on their own that let you change the face of war as the world knows it.

# Dig Your Way Out

When in doubt, dig your way out! Boost your Worth by finding gold, weaponizing your Shields with iron, and even erecting a catapult to launch cards at opponents. Beware of cave-ins!

#### **Cornerstones**

Nations are built upon the moral foundations of its leaders. Follow your beliefs to build yourself up until it no longer proves worthwhile to do so.