



BEASTS of FLESH and STEEL

Science-Fantasy Creatures for any 5E Campaign

5e
COMPATIBLE

By Bruce R. Cordell and Sean K. Reynolds



BEASTS OF FLESH AND STEEL

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TABLE OF CONTENTS

PART 1: THE LORE 5

Chapter 1: Numenera Creatures for 5E 6

Chapter 2: Creatures by Challenge Rating 8

PART 2: THE CREATURES 11

Chapter 3: Creatures A to Z 12

INDEX 188







PART 1:
THE LORE



Chapter 1: Numenera Creatures for 5E

6

Chapter 2: Creatures by Challenge Rating

8

NUMENERA CREATURES FOR 5E

Beasts of *Flesh and Steel* is a bestiary filled with weird and bizarre creatures to help introduce science-fantasy monsters into your campaign. These creatures first appeared in the context of the Numenera roleplaying game across a spectrum of sourcebooks and bestiaries. However, all the creatures described here are fully converted and compatible with the 5e ruleset and immediately available for your 5e games.

Why has your character never heard of these strange creatures before now?

Because the creatures were hidden away and completely forgotten until now. The vaults and caches of the numenera have begun to open, revealing inexplicable wonders . . . and sometimes horrifying dangers.

WHAT IS THE NUMENERA?

Long before recorded history, even before the elves, the dwarves, and the oldest dragons, there were the Ancients—beings of great intelligence with a command over science that allowed them to work wonders. Most people would liken their power to that of gods. They traveled to other worlds, reshaped the landscape, built intelligent machines, and harnessed the building blocks of the universe itself.

And then, for reasons unknown, they went away. But they left behind caches of their wondrous technologies and creations, which people lump together as “the numenera.”

Thus, *the numenera* is a term that refers to anything—from the perspective of someone from a medieval magical society—that seems supernatural and comes from the prior ages. Many strange objects and

technologies are of the numenera, as first described in *Arcana of the Ancients*.

But *Beasts of Flesh and Steel* is a bestiary focusing on the bioengineered creatures, cybernetic beings, and creatures brought here from alien worlds in other solar systems, or from dimensions beyond those typically understood to be part of cosmology. As the Ancients’ vaults and caches open, these creatures spread into the world. Of course, commoners may not care; they might think that most are simply demons. PC adventurers will



ARCANA OF THE ANCIENTS

Throughout this book, you’ll see page references to various items accompanied by this symbol. These are page references to *Arcana of the Ancients*, where you can find additional details about that rule, ability, creature, or concept.

Although having a copy of *Arcana of the Ancients* is not necessary to use *Beasts of Flesh and Steel* as a bestiary, this book is an addendum to creatures and concepts first introduced in that book. *Arcana of the Ancients* provides stats for strange devices—including cyphers, relics, and iron flesh—that some of the creatures in this book might carry as treasure.

Arcana of the Ancients also offers information on how to implement these creatures in adventures, and for creating a science-fantasy setting of your own, but see the section titled “Do I Need *Arcana of the Ancients*?”

If you don't have Arcana of the Ancients, just rely on the treasure hoard tables of the appropriate challenge rating (found in the 5e system reference document [SRD] or other source of 5e rules), just as you would for any other creature.

learn differently, but the average villager, townspeople, trader, or guard in a fantasy setting doesn't have the knowledge or perspective to imagine how something that digests prey externally in a puff of green vapor could be anything other than a supernatural beast of pure evil.

In truth, this thing—in this case a **mesotemus**—is not a demon in the planar sense but a visitor from another dimension, one of many somehow transported from the Ancients' time. Despite their behavior, they can use their vapor to communicate—if impressed that someone is worth talking to rather than eating. But the dangers these creatures pose make a commoner's perceptions understandable.

Luckily, your PCs are likely to discern the difference in time.

DO I NEED ARCANA OF THE ANCIENTS?

Actually, you don't. As noted earlier, the creatures in *Beast of Flesh and Steel* are ready to be pulled out and used as you would use any other creature for your 5e game.

However, if you have *Arcana of the Ancients*, you can substitute some or part of the treasure you'd include with a creature of a particular challenge rating with suggestions provided in the margin text for many creatures. For example, the **metasthan** margin text indicates that "A defeated metasthan can be salvaged for 1d6 **cyphers** and at least one instance of iron flesh."

OPTIONAL RULE: INTELLIGENCE (ANCIENTS ARCANA)

Characters can apply half their Arcana skill proficiency (if any) to a task for salvaging or identifying numenera. After the character has had some time gaining familiarity with the numenera, the GM may allow a character to develop their Arcana skill—or gain a completely new Ancients Arcana skill—to allow a character to apply their full proficiency bonus.

But here's the thing: those are just suggestions. If you don't have *Arcana of the Ancients*, just rely on the **treasure hoard tables** of the appropriate challenge rating, just as you would for any other creature in your 5e game.

WHAT'S NEXT?

With nearly 140 weird, new encounters your players have never seen before at your fingertips, you could just flip to a page and choose something. That said, the **creature listings by challenge rating** might prove helpful.

But however you populate these creatures into your game, it's certain that an encounter with a never-before-seen extra-dimensional aberration, biomechanical monstrosity, or partially living construct (to name a few) is something your players will talk about for years.



SYNTH

Many creatures of the Ancients incorporate a manufactured material not found elsewhere in the world—it might resemble wood, stone, or metal but is lighter and can be rigid or flexible. The catchall term for such material is "synth." An independent synth object (as opposed to part of a creature) has an object AC of 16 unless otherwise noted in a particular object description.

Mesotemus, page 103

Chapter 2: Creatures by Challenge Rating, page 8

Metasthan, page 104

A cypher is a leftover device of vanished civilizations so advanced that even their cast-off technology provides amazing effects. Each cypher is unique, granting a single powerful effect before burning out.

CREATURES BY CHALLENGE RATING

This listing provides a challenge rating guide for creatures from *Beasts of Flesh and Steel*. It also includes a challenge rating guide for creatures from *Arcana of the Ancients* and *Beneath the Monolith*. Use the following key to distinguish which listed creature lies in what book.

Creatures with no asterisks or daggers appear in *Beasts of Flesh and Steel*.

* Creatures with asterisks appear in *Arcana of the Ancients*.

† Creatures with daggers appear in *Beneath the Monolith*.

CHALLENGE 1/8

- Basic automaton, type one*
- Brendril
- Flesh pup
- Gazer*
- Laak*
- Scholar†
- Steward†

CHALLENGE 1/4

- Basic automaton, type two*
- Bowg*
- Broken hound†
- Caffa†
- Dabirri*
- Heeldran
- Merkadian soldier*
- Progenitor larva swarm*
- Shivern
- Sogrin orb
- Stratharian war moth*
- Thuman*
- Yovok*

CHALLENGE 1/2

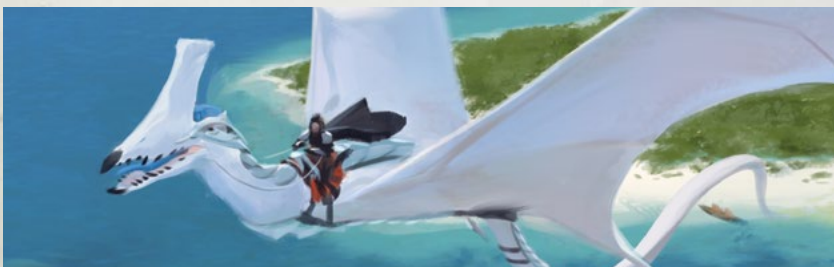
- Aneen†
- Brehm†
- Gallen†
- Kalyptein crab
- Killist*
- Neden mask
- Rangifer blight
- Sathosh*
- Shiul†
- Snow loper*
- Specialist†
- Sporewing
- Tough†
- Uncommon animal†
- Zayrn

CHALLENGE 1

- Chance moth swarm
- Coccitan
- Margr*
- Mercurial wasp
- Seskii*
- Ulenic
- Zarisk

CHALLENGE 2

- Aristocrat†
- Basic automaton, type three*
- Blood barm*
- Calyptor
- Caprimag
- Chalik swarm
- Chiurgeate swarm
- Crith*
- Cypherid*
- Defender†
- Erulian
- Golthiar*
- Ice weaver
- Jesanthum*
- Jreet
- Kaseyer
- Keltonim
- Larus
- Malvok
- Murden*
- Nacreope
- Nevajin*
- Nibovian wife†
- Norcrown
- Odlark
- Oorgolian soldier*
- Raster*
- Razorcat†
- Steel spider*
- Tetrahydra*
- Vapor louse
- Whisper



CREATURES BY CHALLENGE RATING

CHALLENGE 3

- Blacktusk
- Candescant sabon
- Carnivorous color
- Clicker
- Colchin
- Colostran
- Cuiddit*
- Culova*
- Dritch
- Explorer†
- Herder*
- Igothus
- Kanthid*
- Legionary†
- Leradyt
- Mastigophore*
- Mlox*
- Nalurus*
- Olion
- Oorgolian tester
- Phasic
- Pygmy hapax*
- Ravage bear*
- Shadow knight†
- Spurn
- Thexx
- Thread walker
- Torlethis companion
- Umem
- Vape

CHALLENGE 4

- Abykos†
- Anhedon*
- Basic automaton, type four*
- Beastcoat infiltrator*
- Chirog*
- Chronal feeder
- Dal
- Diplomat†
- Gleresisk*
- Grey sampler*
- Grush
- Hollow glaive
- Hungry pennon*
- Ithsyn†
- Laurik-ca
- Memora
- Mesotemus
- Nano†
- Neodrod
- Rurtalian
- Sarrak*
- Stalking shade
- Steel angel
- Terror bird
- Valma
- Xaar
- Yellow swarm*
- Zandrel
- Zhev*

CHALLENGE 5

- Arric frog*
- Ateric
- Avatrol
- Decanted
- Disassembler*
- Entrope*
- Ergovore hound
- Exigen
- Haneek*
- Iani
- Nibovian guide
- Nildir
- Nykamono
- Omath ranger
- Peerless*
- Skreer
- Stitcher
- Syzygid instructor
- Tarza
- Tonbrium hunter
- Varakith*
- Xi-drake*

CHALLENGE 6

- Aeon priest†
- Basic automaton, type five*
- Dread rider
- Elaan
- Erulian master
- Flaw
- Flying elchin
- Ganthanhar*
- Ghost crab†
- Golden cachinnate
- Hontri
- Imorphin gonoph
- Imusten crawler*
- Magmid
- Marauding vault
- Mesomeme*
- Neanic
- Nilbre
- Released, the
- Rhadamanth
- Roummos
- Slidikin
- Tarrow mole
- Warlord†



BEASTS OF FLESH AND STEEL

CHALLENGE 7

- Cyclic raider
- Jybril
- Marteling whale
- Metasthan
- Morigo
- Morvik
- Namnesis
- Plasmar*
- Rahenum
- Relentless reaper*

CHALLENGE 8

- Aliopter*
- Argozt
- Astraphin monolith*
- Etterick*
- Ferno walker*
- Glaxter*
- Mimus
- Morl
- Mujidavar
- Rorathik
- Shatarak

CHALLENGE 9

- Basic automaton, type six
- Cragworm*
- Cynoclept*
- Decanted reaper
- Dissector*
- Encephalon
- Erodol shepherd
- Fuser
- Glaive†
- Jack†
- Nychthemeron
- Progenitor*
- Xacorocax

CHALLENGE 10

- Accelerator*
- Erynth grask
- Gevanic
- Travonis ul*

CHALLENGE 11

- Jiraskar*
- Lacaric courier
- Multrolca
- Neveri*
- Rythcalloccer
- Vaytaren

CHALLENGE 12

- Arch nano†
- Deadeye*
- Deadly warrior†
- Dedimaskis
- Gaphelin
- Griefsteel*
- Jurulisk*
- Kelursan
- Null-cat
- Quar bastion

CHALLENGE 13

- Edacious destroyer
- Ixobrychid
- Philethis*

CHALLENGE 14

- Callerrail*

CHALLENGE 16

- Awakened ruin

CHALLENGE 17

- Dark fathom*

CHALLENGE 18

- Basic automaton, type seven
- Earthshaker
- Redintegrad

CHALLENGE 20

- Quotien*

CHALLENGE 22

- Nano exemplar†

CHALLENGE 23

- Latos*

CHALLENGE 25

- Eldmor
- Ojj*
- Stellar weaver

CHALLENGE 27

- Titanothaur

CHALLENGE 30

- Dread destroyer*



PART 2: THE CREATURES



Chapter 3: Creatures A to Z

12

CREATURES A TO Z

ARGOZT

These intelligent predators have near-human intellect and the ability to teleport. An argozt's body has a feline outline, with powerful forelegs, feathers as its mane and on its rear legs, and a jaw that combines a beak and flaring jawbones. Its most noticeable feature, however, is the sphere of energy above its back, surrounded by orbiting arcs of shining metal that pass harmlessly through the creature's body (the argozt calls its "light").

Oathbound. Long ago, argozt ancestors made a pact with a group of beings, agreeing to help those who recited the words of an ancient oath. Argozts are proud creatures and do not enjoy doing favors for strangers, so they don't share these words with others. But they are honor bound to provide one service to anyone who finds the old words and correctly recites them. Argozts also know that the pledge works both ways—anyone asking them for help is compelled to provide a service in return.

More Than Beasts. Argozts do not appreciate being treated like animals. They often play dumb while observing visitors in their territory to gauge their intentions, revealing their ability to speak only if necessary.

An argozt's body can be salvaged for a cypher or two.



Cyphers, page 40

Argozt are fascinated and repulsed by griffons, seeing them the way humans might see a flying monkey.

ARGOZT

Large monstrosity, lawful neutral

Armor Class 16 (natural armor)

Hit Points 178 (21d10 + 63)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	15 (+2)	16 (+3)	8 (-1)	13 (+1)	12 (+1)

Saving Throws Dex +5, Wis +4

Skills Athletics +7, Perception +4

Senses darkvision 60 ft., passive Perception 14

Languages Argozt plus some Common

Challenge 8 (3,900 XP)

Magic Resistance. The argozt has advantage on saving throws against spells and other magical effects.

Magic Weapons. The argozt's attacks are treated as if magical.

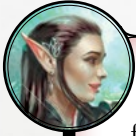
ACTIONS

Multiattack. The argozt makes three attacks: one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.
Hit: 18 (4d6 + 4) piercing damage.

Claw. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.
Hit: 18 (4d6 + 4) slashing damage.

Teleport. An argozt can use its "light" (the energy sphere and metal arcs on its back) to teleport itself and one Medium or smaller rider up to about 100 miles away. This is exhausting for an argozt, and they are careful not to teleport into immediate danger or where exhaustion might endanger them. Every 20 miles teleported (or fraction thereof) adds one level of exhaustion to the argozt. The argozt recovers from teleportation exhaustion faster than normal; a short rest removes one level of this exhaustion.



“These amazing creatures fascinate me. We are very fortunate that I had a translation cypher that allowed us to speak their language. I wonder who gave them their ‘light’ and its extraordinary ability to teleport. Do they have a religious belief about their creators and their sacred oath?”

~Elmande, elf mage and scholar

“And what kind of metal is it made of? I’ve never seen anything like it before, even among the numenera.”

~Faim Trubeard, dwarf veteran and prospector



ATERIC

Some students of the numenera collect ancient devices that contain fragments of ateric consciousness in hopes of gaining control over the entity that self-assembles from that seed.

Entities of information with an affinity for the numenera are called by many names, including spirits, ghost fabricators, and aterics.

Brief Activity. An ateric is nothing without a bit of mechanism to inhabit, but once it gains control of a cast-off bit of prior-world technology and is roused, an ateric can self-assemble over the course of a few rounds, becoming stronger and more dangerous as each second passes. Luckily, an ateric seems unable to hold this form for long, and whether defeated or not, it eventually falls into scattered junk. But in the aftermath, the core of the ateric remains in an object, slumbering until an inexplicable call rouses it once more.

Fragmented Consciousness. Aterics possess a kind of intelligence, but they are fractured, fragmented beings who spend most of their existence inert and unthinking. Characters who can talk to machines might be able to keep an ateric from “spinning up” to become a threat and learn something valuable, but only for a short period before the creature’s mind and body fall apart again.



ATERIC*Medium construct, any alignment***Armor Class** 17 (natural armor)**Hit Points** 136 (21d8 + 42)**Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	12 (+1)	15 (+2)	13 (+1)	14 (+2)	11 (+0)

Saving Throws Con +5, Int +4**Skills** Athletics +5, Perception +5**Damage Resistances** fire, lightning**Damage Immunities** necrotic**Condition Immunities** charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned**Senses** darkvision 60 ft.**Languages** —**Challenge** 5 (1,800 XP)

Activation Cycle. A just-roused ateric has a rough but articulated form that it uses to batter and cut foes. Each subsequent round after it becomes active, a roused ateric draws inert mechanisms, minerals from the soil, and even **cyphers** and **relics** carried by other creatures within 60 feet into itself. As time passes, it grows stronger and more destructive—at least, up to a point, whereupon it falls back into scattered pieces of junk. Finding the “seed” device (that might someday awaken again) amid this junk is a DC 18 Intelligence (Arcana) check.

An ateric’s power increases according to the number of rounds it remains active, though that’s never more than five contiguous rounds.

Round 1: Attack rolls have disadvantage; inflicts half damage.*Round 2:* Heals 30 hit points at the start of its turn; attack rolls are normal; inflicts the listed amount of damage.*Round 3:* Heals 30 hit points at the start of its turn; attack rolls are normal; inflicts the listed amount of damage.*Round 4:* Heals 60 hit points at the start of its turn; attacks twice each round; attack rolls are normal and each slam inflicts an additional 16 (4d6 + 2) piercing damage.*Round 5:* Attacks twice each round; attack rolls have advantage and each slam inflicts an additional 16 (4d6 + 2) piercing damage.*Round 6:* Spontaneous disassembly.**Magic Weapons.** The ateric’s attacks are treated as if magical.**ACTIONS**

Multiattack. In rounds 1, 2, and 3, the ateric makes a slam attack and uses its Steal and Build ability. In rounds 4 and 5, it makes two slam attacks and uses its Steal and Build ability.

Slam. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 33 (9d6 + 2) bludgeoning damage.

Steal and Build (Recharge 5–6). As a bonus action, an ateric can grab a cypher or relic and add the device to its own body, repairing 30 points of damage or 60 if the device is an relic. If this takes it over its hit point maximum, it gains the excess amount as temporary hit points. If a targeted cypher is in the possession of another creature, that creature can resist this with a successful DC 13 Strength or Dexterity saving throw.

The damn things are like a cursed weapon that keeps turning up after you throw it away. Kill one and the cyphers you pull out of its wrecked hide might contain the spark that allows it to come back again. Elmande says it’s like a ghost, but I think it’s more like a lich—if you don’t destroy its machine-phyllactery, it’s never truly dead. Feels like a waste to smash its remains to pieces instead of salvage it, but I’d rather not have to sleep with one eye open just in case my own numenera tries to stab me in the back. I know the trick to it now . . . kill it quick when it awakens, or stay out of its way for a minute and let it collapse on its own.

~Faim Trubeard’s journal



Cyphers, page 40

Relics, page 45

An ateric can be salvaged for one or two cyphers. If it disassembled on its own, an additional cypher can be salvaged, but one of these cyphers might be the seed that reforms into the ateric again.

AVATROL

Because of the hole that runs through the avatrol's skull, a shrill whistle accompanies the creature when running. This scary sound is the origin for the phrase "louder than a charging avatrol."

A skilled craftsperson can spend 30 days turning two or more avatrol hides into hide armor that reflects 50 percent of targeted fire, force, or radiance attacks that would normally hit the wearer. Creating the armor is a DC 19 crafting task.

Avatrols are reptilian quadrupeds, with claws on their forelimbs and massive curved tusks. They are omnivores and travel in packs, spending most of their time digging up tubers and roots and supplementing their diet with meat. Their usual prey is small mammals or reptiles, but they are not averse to hunting larger creatures if they are available, particularly if the avatrol pack is sizable.

Belligerent and Spiteful. Most people who live in areas with avatrols have learned to give them a wide berth. Avatrols have animal-level intelligence.

They are mean-spirited, yet some people still attempt to domesticate them, using them to pull wagons, carts, and chariots. Keeping them under control is difficult but not impossible. The frilled ridges on their backs make them unsuitable as mounts.



AVATROL

Large beast, unaligned

Armor Class 17 (natural armor)

Hit Points 149 (23d10 + 23)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	12 (+1)	13 (+1)	3 (-4)	12 (+1)	7 (-2)

Skills Perception +4

Senses passive Perception 14

Languages —

Challenge 5 (1,800 XP)

Charge. If the avatrol moves at least 30 feet straight toward a target and then hits it with a tusk attack on the same turn, the target takes an extra 7 (2d6) piercing damage.

Reflective Hide. Any time the avatrol is targeted by a fire, force, or radiance effect that requires a ranged attack roll, roll 1d6. On a 1 to 2, the avatrol is unaffected. On a 3 to 5, the avatrol

is unaffected and the attack is reflected back at the caster as though it originated from the avatrol, turning the source into the target. On a 6, the attack splits into multiple beams, attacking all creatures within 10 feet of the avatrol.

ACTIONS

Multiattack. The avatrol makes one tusk attack and two claw attacks.

Tusk. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) piercing damage.

Claw. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) slashing damage.

AWAKENED RUIN

Sometimes, for inexplicable reasons, a portion of an ancient ruin comes awake, detaches from its parent structure, and begins to wander. Such awakened ruins seem more machine than living being, though perhaps a machine that mimics life so well, it has transcended normal biology. The few that have been seen so far appear in the guise of massive humanoid hands. However, the hands move almost like giant spiders—they can scuttle, jump, and even cling to a vertical surface.

Disconnected Consciousness. If a consciousness is directing an awakened ruin, it doesn't seem to be located spatially (or perhaps temporally) within the ruin. Awakened ruins are not automatically aggressive, but defend themselves viciously. Otherwise, they seem more interested in "grazing" for useful numenera.



AWAKENED RUIN

Huge construct, neutral

Armor Class 20 (natural armor)

Hit Points 368 (32d12 + 160)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
24 (+7)	9 (-1)	20 (+5)	10 (+0)	11 (+0)	13 (+1)

Skills *Arcana* +5, *Athletics* +12, *Perception* +5

Damage Immunities bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities charmed, deafened, exhaustion, frightened, paralyzed, poisoned

Senses darkvision 120 ft., passive *Perception* 15

Languages —

Challenge 16 (15,000 XP)

Beam Regeneration. The awakened ruin regains 20 hit points whenever it inflicts damage with its cypher detonation beam, plus an additional 10 points for each cypher the beam detonates.

Magic Resistance. The awakened ruin has advantage on saving throws against spells and other magical effects.

Magic Weapons. The awakened ruin's attacks are treated as if magical.

Standing Leap. The awakened ruin's long jump is up to 60 feet and its high jump is up to 30 feet, with or without a running start.

Trampling Charge. If the awakened ruin moves at least 20 feet straight toward a creature and then hits it with a slam attack on the same turn, that target must succeed on a DC 18 Strength saving throw or be knocked prone.

ACTIONS

Multiattack. The awakened ruin makes three slam attacks, two slam attacks and a constrict attack, or uses its cypher detonation beam.

Slam. *Melee Weapon Attack:* +12 to hit, reach 10 ft., one target. *Hit:* 28 (6d6 + 7) bludgeoning damage.

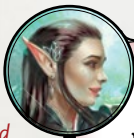
Constrict. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 77 (20d6 + 7) bludgeoning damage, and the target is grappled (escape DC 16). Until this grapple ends, the target is restrained and the awakened ruin can't constrict another target.

Cypher Detonation Beam (Recharge 5–6). The awakened ruin can fire a beam of energy up to 300 feet away, affecting all creatures in a 5-foot-radius sphere. Creatures in the area must make a Constitution save (DC 14), taking or take 28 (8d6) radiant damage on a failed save or half as much damage on a successful one. If a creature that fails its save is carrying any rare or very rare cyphers, one of those cyphers explodes as a **greater detonation of daggers**.

The remains of an awakened ruin can be salvaged for 1d6 cyphers and possibly a relic.

Optional Rule: *Intelligence (Ancients Arcana)*, page 7

Greater detonation of daggers, page 64



"I'd like to figure out why the ones we've found have different numbers of fingers, even when they've come from the same ruin. Are they copying the hands of the entities who created them, or are they trying to imitate the hands of elves, dwarves, or other recent visitors? And why hands in particular?"

~Elmande, elf mage and scholar

"Honestly, hands are fine, I don't want to think about other giant body parts running around and shooting things with energy beams."

~Faim Trubeard, dwarf veteran and prospector





The GM should feel free to customize these automatons by adjusting size, and stats; specifying what form its attacks take (claw, slam, and so on); and adding manufactured weapons (swords, rays, or even cyphers or relics), different movement modes, skill bonuses, or a special ability, though preferably the changes won't adjust the automaton's challenge rating.

The overlord's force field is otherwise equivalent to a wall of force.

BASIC AUTOMATON

The Ancients created many kinds of automatons to take care of repetitive or dangerous tasks. These automatons' shapes and composition may vary, and the simplest ones have a very limited number of functions. *Arcana of the Ancients* provides statistics for various simple automatons (types one through five) that adventurers might encounter during a campaign—servant units that prepare or serve food, guardians that protect a creature or location, and so on. The following two types of automatons are more powerful and tend to have more specialized functions.

BASIC AUTOMATON, TYPE SIX

Type six basic automatons are sometimes known as overlord automatons because they were created to supervise other automatons, directing the activities of simpler, more specialized units under general or specific directions from their creators.

BASIC AUTOMATON, TYPE SIX

Huge construct, unaligned

Armor Class 16 (natural armor)

Hit Points 195 (17d12 + 85)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	13 (+1)	21 (+5)	14 (+2)	12 (+1)	9 (–1)

Saving Throws Str +9, Con +9

Skills any two with proficiency +4

Damage Immunities poison

Condition Immunities charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned

Senses darkvision 120 ft., passive Perception 11

Languages — or several

Challenge 9 (5,000 XP)

ACTIONS

Multiattack. The basic automaton, type six, makes two melee weapon attacks or two ranged weapon attacks in any combination.



Melee Attack. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 29 (7d6 + 5) slashing damage.

Ranged Attack. *Ranged Weapon Attack:* +5 to hit, range 50/100 ft., one target. *Hit:* 29 (8d6 + 1) piercing damage.

Overlord Abilities. A typical overlord automaton has two or more of the following abilities:

Dazzling Display (Recharge 5–6). As a bonus action, the overlord produces a hypnagogic light show. Living creatures within 100 feet who can see the automaton must make a DC 17 Wisdom saving throw or be dazzled by the overlord's majesty and are charmed for one round. Charmed creatures are incapacitated and have a speed of 0.

Force Field (Recharge 5–6). The overlord creates a force field, forming either a hemispherical dome or sphere with a radius of up to 10 feet, or a flat surface made up of five contiguous 10-foot-square panels (the force field is always 1/4 inch thick). The overlord normally uses this force field to trap opponents or to cover its escape. If used to trap opponents, creatures in the area must make a DC 17 Dexterity saving throw or become trapped within the bubble. The force field lasts for 1 minute. The overlord can only maintain one force field at a time; creating a new one makes the previous one vanish.

Frightful Presence. As a bonus action, the overlord produces a burst of electromagnetic radiation tuned to humanoid nervous systems. Each creature of the overlord's choice within 100 feet of the overlord and aware of it must succeed on a DC 13 Wisdom saving throw or believe that there are three times as many hostile automatons in the area. Affected creatures become frightened for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the overlord's frightful presence for the next 24 hours.

BASIC AUTOMATON, TYPE SEVEN

Type seven automatons have massive forms—some are the size of towers, with multiple interior chambers containing smaller automatons. Some of them may be completely immobile, integrated into the functions of an Ancients ruin.

BASIC AUTOMATON, TYPE SEVEN

Gargantuan construct, unaligned

Armor Class 19 (natural armor)

Hit Points 332 (19d20 + 133)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
25 (+7)	13 (+1)	25 (+7)	12 (+1)	12 (+1)	9 (–1)

Saving Throws Str +13, Con +13

Skills any two with proficiency +6

Damage Resistances bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities poison

Condition Immunities charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned

Senses darkvision 500 ft., passive Perception 11

Languages — or several

Challenge 18 (20,000 XP)

ACTIONS

Multiattack. The basic automaton, type seven, makes three melee weapon attacks or three ranged weapon attacks in any combination.

Melee Attack. *Melee Weapon Attack:* +13 to hit, reach 10 ft., one target. *Hit:* 35 (8d6 + 7) slashing damage.

Ranged Attack. *Ranged Weapon Attack:* +7 to hit, range 100/200 ft., one target. *Hit:* 36 (10d6 + 1) piercing damage.

Specialized Functions. A type seven basic automaton usually has one or more of the following abilities related to its purpose or intended functions:

Cloaking Field (*Recharges after a Short or Long Rest*). The automaton turns invisible for 1 minute as a bonus action. If the automaton attacks while invisible, there is a 25 percent chance for each attack that the invisibility ends.

Energy Blast. This is identical to its ranged weapon attack, except it inflicts cold, fire, force, or lightning damage instead of piercing damage.

Movement Burst (*Recharge 5–6*). The automaton moves up to its speed as a bonus action. The nature of this movement is different for each automaton—walking, burrowing, flying, and teleporting are common options. Some automatons might be able to transport themselves to another dimension instead of moving within their current dimension.

Telekinetic Beam (*Recharge 5–6*). The automaton fires a telekinetic beam as a bonus action. The target must succeed on a DC 21 Strength saving throw or the automaton moves it up to 100 feet in any direction. It is restrained by the ray's telekinetic grip until the start of the automaton's next turn or until the automaton is incapacitated.



BLACKTUSK

A blacktusk is a catlike mammal over seven feet long with massive tusks. The creature's pelt is snow white, while its tusks are black as a moonless night.

Hunters in the Cold. A cry that reverberates with what sounds like anguish typifies the hunting yowl of a distant pride of blacktusks. Those familiar with the noise know to find shelter, lest they become the pride's target. A few populations of these savage hunters exist here and there across the world, but they are found almost exclusively in areas of extreme cold. Blacktusk prides, when first encountering a new kind of prey, run it down as fresh food, eager for the novelty.



Wild blacktusks are vicious and cunning predators, but they are not reckless. If they have reason to believe their prey may be more than they can handle, they will break off an attack.

BLACKTUSK

Large monstrosity, unaligned

Armor Class 15 (natural armor)

Hit Points 97 (15d8 + 30)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	19 (+4)	14 (+2)	4 (-3)	12 (+1)	10 (+0)

Skills Perception +3, Stealth +6

Senses darkvision 60 ft., passive Perception 13

Languages —

Challenge 3 (700 XP)

Keen Sight and Smell. The blacktusk has advantage on Wisdom (Perception) checks that rely on sight or smell.

Pack Tactics. The blacktusk has advantage on attack rolls against a creature if at least one of the blacktusk's allies is within 5 feet of the creature and the ally isn't incapacitated.

ACTIONS

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 20 (3d10 + 4) piercing damage, the target is grappled (escape DC 12), and the blacktusk immediately uses its claw attack against the target as a bonus action.

Claw. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 9 (1d8 + 5) slashing damage.

BRENDRIL

To many humans, these tiny, large-eyed, brown-furred creatures look adorable. But anyone who stumbles into a brendril burrow or who aggravates a brendril pack that's out scavenging learns that these creatures can be dangerously territorial. When a pack of brendril swarm over a target and hold tight, they're not giving affectionate hugs. Instead they vibrate, spiking their internal temperature. A target in a pack's embrace is heated rapidly, which kills and cooks most victims in short order.

Peaceful Herbivores. Brendrils are not aggressive, and if given a wide berth, they will not treat characters as dangerous intruders. When not killing predators, brendrils gather leaves, stems, berries, nuts, and similar foods. They bring this bounty to the burrowed mounds they call home, where the colony eats and sleeps together.

Mound Builders. Brendrils dig burrows and use the excavated earth to build hard-packed mounds as tall as a human, which look somewhat like termite mounds. The sturdy mounds last for years and may be occupied by other creatures if the brendrils are driven out.



BRENDRIL

Tiny beast, unaligned

Armor Class 13

Hit Points 5 (2d4)

Speed 30 ft., burrow 15 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	13 (+1)	10 (+0)	2 (-4)	12 (+1)	5 (-3)

Skills Athletics -1, Perception +3

Damage Immunities fire

Senses darkvision 10 ft., passive Perception 13

Languages —

Challenge 1/8 (25 XP)

ACTIONS

Claw. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target.

Hit: 3 (1d4 + 1) slashing damage plus 2 (1d4) fire damage.

Hot Hug. When it hits with a claw attack, the brendril grapples its target (escape DC 10) and rapidly vibrates to generate heat, inflicting 3 (1d6) fire damage at the start of its turn. Until this grapple ends, the brendril can't hug another target. If three or more brendrils hug the same target, it is restrained.

"I told Jioro not to approach it. Just because it's a furry woodland creature doesn't mean it's safe. As it turns out, not all halflings are lucky . . . or have common sense."

~Faim Trubeard, dwarf veteran and prospector

The heat from a brendril pack is known to sometimes "cook" a cypher carried by a foe, activating it—perhaps in an unexpected way.

Some hunters prize brendril furs which provides wonderful insulation against cold (or heat).

CALYPTOR

A creature lulled to sleep by calyptor music might experience a nightmare in which strange devices remove the creature's brain and place it within the skull of an animal. When the creature wakes, it takes 7 (3d4) psychic damage.

A few small calyptor herds are kept by individuals who value the music they produce.

Calyptors are four-legged creatures, six feet high at the shoulder, with particularly piercing eyes. They have the natural ability to create sounds resembling various human musical instruments. Calyptors are essentially herd animals and react accordingly.

Natural Musicians. Lone calyptors can generate music worthy of note, but a small herd is nothing less than an orchestra. A herd rarely performs the same piece twice, and there seems to be no coherent theme between pieces. Each individual piece creates a strong and specific resonance in a human listener's mind. This resonance is enhanced by the play of fire-colored lights on a calyptor's throat sacs, which dance in synchrony with its performance.

Biomechanical Eyes. Even though calyptor herds produce sound almost constantly, predators are rarely successful at sneaking up under cover of the sound. A calyptor's biomechanical eyes allow it to see heat, see in the dark, and focus on potential threats from miles away.

"A high, lush, exploratory tone pierces the night. It's followed by a rush of flutes, horns, and drums, weaving a tune passionately performed, throbbing with emotion, full of aching phrases of rich noise. The music drifts across the plain or down from the nearby hills. Surely a traveling troupe of city musicians hasn't set up camp and decided to perform in the small hours of the night? Shapes emerge from the darkness, moving closer, silhouetted against the stars except for the dancing, emberlike designs that beard each one. They approach closer, not fast but not dithering, until they're revealed as . . . four-legged beasts!"

~Elmande, elf mage and scholar

CALYPTOR

Large beast, unaligned

Armor Class 15 (natural armor)

Hit Points 91 (14d10 + 14)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	12 (+1)	13 (+1)	2 (-4)	12 (+1)	13 (+1)

Skills Perception +7, Performance +5

Damage Resistances thunder

Senses blindsight 30 ft., darkvision 120 ft., passive

Perception 13

Languages —

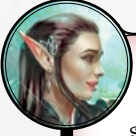
Challenge 2 (450 XP)

ACTIONS

Horns. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 17 (3d8 + 4) piercing damage.

Bleat. *Ranged Weapon Attack:* +3 to hit, range 120 ft., one target. *Hit:* 13 (3d8) thunder damage.

Strange Harmony (Recharge 4–6). A herd of calyptors can play coordinated chords that do more than sound pleasing. If threatened by predators or otherwise roused to aggression, six or more calyptors in a group can produce a sound that has either a soporific effect or a panic effect (chosen by the herd) on every creature in short range who fails a DC 11 Wisdom save. A soporific effect puts foes to sleep for 1 minute (shaking, damage, or noise from something other than a calyptor wakes them). A panic effect makes foes flee for 1 minute.

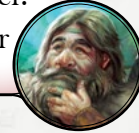


“I hope we find a way to preserve calyptor eyes so that I can study them. Unlike many of the flesh-based cyphers we’ve found, the eyes decay so soon after the creature is slain, it limits what I can learn from them.”

~Elmande, elf mage and scholar

“I’m just glad the meat tastes like beef. Well, mostly like beef.”

~Faim Trubeard, dwarf veteran and prospector



It's common for people at campsites to overhear a herd of calyptors as they wander past, treating the travelers to an impromptu orchestral extravaganza.

CANDESCENT SABON

Most people consider the entity to be loot in and of itself. However, a smashed candescent sabon might be salvaged for a cypher.

If a user takes a round to confer with a candescent sabon, the user's next knowledge roll (including one related to the numenera) has advantage. But in return, the candescent sabon always requires the answer to a riddle of its own.

It is said that when a sabon kills a creature with psychic damage, it absorbs that creature's knowledge and memories to add to its own.

Optional Rule: Intelligence (Ancients Arcana), page 7

These entities are crystal orbs that usually glow with an enticing white light. While they are content to be carried around by someone who has claimed the creature as their own, a candescent sabon can float through the air like a disembodied star when it wishes.

Concentrated Knowledge. Rare and sought after, candescent sabons are thought of as oracles of truth, portals to an invisible network of information that surrounds the world, teachers of magic and mystic philosophies, and—for those without the wit to understand the lessons offered—a dangerous and even deadly lure.

Exchange of Information. Via telepathic communication enabled by touch, a candescent sabon offers all manner of diversions, including games set on imaginary boards, riddles, puzzles, and difficult questions. In return, it helps whoever has most recently claimed it with questions of their own. As long as the candescent sabon's questions (at least one per day) are answered correctly, it remains a helpful ally. But when it finds the intellectual limit of its latest user, it absorbs that creature's mind and moves on.



CANDESCENT SABON

Tiny construct, neutral

Armor Class 15 (natural armor)

Hit Points 105 (30d4 + 30)

Speed 0 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
3 (-4)	15 (+2)	12 (+1)	20 (+5)	14 (+2)	14 (+2)

Skills Arcana +7, History +7, Insight +4, Medicine +4, Perception +4, Religion +7

Damage Immunities poison

Condition Immunities charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned

Senses darkvision 120 ft., passive Perception 14

Languages telepathy by touch

Challenge 3 (700 XP)

ACTIONS

Energy Orb. Ranged Weapon Attack: +4 to hit, range 30 ft., one target. Hit: 26 (6d6 + 5) radiant damage.

Escalating Mental Challenge. Each day (and after each conferral with it about an area of knowledge) the candescent sabon telepathically poses one question, riddle, or puzzle to its bearer. The bearer must succeed on a DC 9 Intelligence check to answer correctly. Every day, the DC increases by 1. If the bearer gets a question wrong, the candescent sabon automatically inflicts 7 (2d6) psychic damage each round until the bearer releases their grip on it (this requires a successful DC 15 Strength check).

CAPRIMAG

Vaguely avian humanoids, caprimags can fly on feathered wings with a span of nearly nine feet. They delight in the act of killing their prey as much as they do in consuming it. However, caprimags have learned that to survive they must be at least as crafty as the intelligent creatures they often hunt, and so they arm themselves with useful numenera.

Greedy for Numenera. Caprimags are hateful and angry but not impossible to reason with, especially if items of the numenera are offered.

Rule of Elders. Caprimags live in small flocks under a council of the three eldest, who often lose the ability to fly due to infirmity but whose minds are sharper than ever. The council is likely to have the lion's share of any numenera gathered by younger flock members. The elders (and perhaps a few others in the flock) can speak a human language in addition to their own.

One in every two caprimags carries a cypher, wearing it like a badge or an amulet. Each elder has at least three cyphers and possibly a relic.



Optional Rule: Intelligence (Ancients Arcana), page 7

CAPRIMAG

Medium humanoid (caprimag), neutral evil

Armor Class 13 (natural armor)

Hit Points 97 (15d8 + 30)

Speed 30 ft., fly 100 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	16 (+3)	15 (+2)	10 (+0)	14 (+2)	10 (+0)

Skills Arcana +2, Perception +4

Senses passive Perception 14

Languages Caprimag and Common

Challenge 2 (450 XP)

Stench. Any creature that starts its turn in the grasp of a caprimag must succeed on a DC 12 Constitution saving throw or be poisoned until the start of the creature's next turn. On a successful saving throw, the creature is immune to the stench of all caprimags for 1 hour.

ACTIONS

Multiattack. The caprimag makes four claw attacks or one claw attack and a Dive and Grab attack.

Claw. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d8 + 2) slashing damage.

Dive and Grab (Recharge 5–6). If the caprimag is flying and dives at least 50 feet straight toward a target and then hits it with a melee weapon attack, the target is grappled (escape DC 12) by all four of the caprimag's claws. Whether or not the attack hits, the caprimag can move up to the remainder of its fly speed on its turn (when grappling a target, a caprimag usually flies up so its prey takes falling damage if it breaks free). Until this grapple ends, the target is restrained and is subject to the caprimag's stench ability and the caprimag can't attack another target. In addition, at the start of each of the target's turns, the target takes 13 (2d8 + 4) slashing damage.

CARNIVOROUS COLOR



When creatures from bizarre dimensions leak into regular dimensions of space and time, they often die immediately. Not so for creatures dubbed carnivorous colors. A room with an eye-opening emerald source of illumination, a splash of brilliant scarlet on a wall, even a set of familiar clothing that has undergone a spontaneous change in hue from grey to sapphire blue—all might be signs of an infection by a carnivorous color. They are normally found in areas with spatial or dimensional anomalies.

Incomprehensible Intelligence. A carnivorous color does not speak or respond to the language of others, and telepathic communication yields no results, as if the creature does not exist. But a carnivorous color is not mindless; it can learn from its experiences and figure out creative solutions to problems. Although perceived as evil because of their predation on intelligent creatures, carnivorous colors exist beyond humanlike morals and probably don't recognize that their food can think.

Variable Form. A carnivorous color in its free state appears as a small glowing spot in the air, but it usually inhabits an object such as a wall, floor, or cypher, where it appears as a bright splash of paint or color no larger than a dinner plate (although it is larger than it appears).

CARNIVOROUS COLOR

Small aberration, neutral evil

Armor Class 13 (natural armor)

Hit Points 105 (30d6)

Speed 30 ft., fly 10 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
1 (-5)	20 (+5)	10 (+0)	13 (+1)	14 (+2)	16 (+3)

Skills Stealth +7

Damage Immunities bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities blinded, charmed, deafened, exhaustion, frightened, grappled, paralyzed, petrified, poisoned, restrained

Senses passive Perception 12

Languages —

Challenge 3 (700 XP)

Color Feeding. When a carnivorous color kills an intelligent creature, it immediately regains 30 hit points. If this puts it over its hit point maximum, it gains the excess as temporary hit points. A creature slain by a carnivorous color turns absolutely black, its flesh absorbing all light.

Corrosive Form. The carnivorous color can eat through 2-inch-thick nonmagical wood, synth, or metal in one round.

Extradimensional Entity. A carnivorous color reduced to 0 hit points isn't killed; it is just rendered inactive for 1d10 days. It can only be slain in its home dimension.

Magic Resistance. The carnivorous color has advantage on saving throws against spells and other magical effects.

Variable Defense. Attacking a carnivorous color means attacking the object currently hosting the entity. Solid objects like walls might provide the color with a few points of natural armor to its AC. If the carnivorous color is reduced to 0 hit points, the object is destroyed and the unnatural color fades to normal.

ACTIONS

Drain Mind. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 21 (4d8 + 3) psychic damage.

CHALIK SWARM

Chaliks are foot-long creatures protected by elaborate yellow carapaces.

Self-Sacrificing Hunters. Chaliks attack larger prey in swarms by sacrificing some of their number to catch and immobilize targets, allowing the remaining hunters to freely attack and feed. They produce a surprisingly sticky secretion when killed or when they sacrifice themselves.

Chaliks prefer warm wastelands, caverns, ruins, and, lately, run-down parts of civilized communities.

CHALIK SWARM

Medium swarm of Tiny monstrosities, unaligned

Armor Class 15 (natural armor)

Hit Points 36 (8d8)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	16 (+3)	11 (+0)	3 (-4)	12 (+1)	5 (-3)

Damage Resistances bludgeoning, piercing, slashing

Condition Immunities charmed, frightened, paralyzed, petrified, prone, stunned

Senses passive Perception 11

Languages —

Challenge 2 (450 XP)

Swarm. The swarm can occupy another creature's space and vice versa, and the swarm can move through any opening large enough for a Tiny creature. The swarm can't regain hit points or gain temporary hit points.

ACTIONS

Mandibles. *Melee Weapon Attack:* +5 to hit, reach 0 ft., one target in the swarm's space. *Hit:* 10 (4d4) piercing damage, or 5 (2d4) piercing damage if the swarm has half its hit points or fewer.

Sacrificial Swarm (Recharge 5–6). A handful of chaliks contract their abdomens, causing glands inside to burst, resulting in a gush of sticky, numbing secretions from their mouths (and in those individual chaliks' deaths, which deals 3 points of damage to the swarm). One target in the swarm's space must succeed on a DC 11 Dexterity saving throw or be covered in the secretion and paralyzed. A paralyzed target repeats the saving throw at the end of each of its turns, ending the effect on itself on a success.



A fight with an NPC becomes a lot more dangerous when the NPC knocks a character into what turns out to be a chalik nest.

CHANCE MOTH SWARM

A chance moth is a nut-sized insect, lazily buzzing through the air, leaving an incandescent trail of red, green, blue, or some harder-to-describe color in its erratic wake. Lone moths are scouts looking for numenera-related energy for the hive to feast upon. When their hive is threatened, they swarm.

Hive Dweller. Chance moths are colony insects. They generally leave other creatures alone unless disturbed or provoked. Chance moth hives are usually underground, but they might be dug up or accidentally revealed. A hive consists of drones crawling over and basking in the pulsing glow of a piece of numenera. The drones feed on remnant energy leaked by the relic and are changed by it.



Relics, page 45



CHANCE MOTH SWARM*Medium swarm of Tiny beasts, unaligned***Armor Class** 13 (natural armor)**Hit Points** 18 (4d8)**Speed** 20 ft., fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
3 (-4)	13 (+1)	10 (+0)	1 (-5)	7 (-2)	1 (-5)

Damage Resistances bludgeoning, piercing, slashing**Condition Immunities** charmed, frightened, grappled, paralyzed, petrified, prone, restrained, stunned**Senses** blindsight 10 ft., passive Perception 8**Languages** —**Challenge** 1 (200 XP)

Swarm. The swarm can occupy another creature's space and vice versa, and the swarm can move through any opening large enough for a Tiny creature. The swarm can't regain hit points or gain temporary hit points.

ACTIONS

Stings. *Melee Weapon Attack:* +3 to hit, reach 0 ft., one target in the swarm's space. *Hit:* 7 (2d6) piercing damage, or 3 (1d6) piercing damage if the swarm has half its hit points or fewer. The sting also confers an additional effect, which seems to depend on what sort of numenera energy the swarm has been feeding upon. Roll on the table each time the swarm stings.

**d100 Sting Effect**

01–05	Target gains advantage in a random skill for 1 hour.
06–10	Target gains advantage in a random skill for 1 day.
11–15	Target gains darkvision for 1 day; eyes glow green.
16–20	Target gains the ability to emit a ray of destructive energy (range 200 feet) as a ranged spell attack that inflicts 2d6 radiant damage; the ray can be used three times.
21–25	Target can choose to become invisible for up to 1 hour (ending if the target attacks or casts a spell); this ability can be used once.
26–30	Target regenerates 1 hit point per round for 1 hour or until killed.
31–35	Target gains fly speed 30 ft. (hover) for 1 day.
36–40	Target tunes into the datasphere and can learn the answer to one question.
41–86	No discernible additional effect.
87–91	Target falls upward for 5d6 feet as if gravity were reversed, then falls back down.
92–97	Drone detonates in 5-foot radius sphere, dealing 5 points of fire damage.
98–99	Drone burrows into the target's brain and begins to tick as if counting down. If not removed within 1 minute, the drone explodes in a 50-foot radius, dealing 7 (2d6) fire damage on a failed save (DC 11 Dexterity), or half as much damage on a successful one. If the target fails its save, it is instead reduced to 0 hit points.
00	Target must solve a mental puzzle with a DC 18 Intelligence (Arcana) check; failure means a dread destroyer arrives in 1d100 hours.

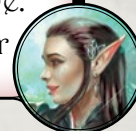


“That’s the first time I’ve ever fought something that turned *me* invisible instead of itself.”

~Faim Trubeard, dwarf veteran and prospector

“And likewise for this flying ability they gave me. Were they trying to help us? Perhaps they don’t even know; whatever instincts or orders these creatures had have become corrupted over time.”

~Elmande, elf mage and scholar



Dread destroyer, page 170

A chance moth nest usually has a cypher.

CHIURGEATE SWARMER

Because the swarm only paralyzes (not anaesthetizes) its target, the target is not unconscious for the procedure. The pain and trauma of the surgery adds three levels of exhaustion to the target.

A swarm can be salvaged for one or two medicine-related cyphers.

Sometimes a limb severed by the swarm remains animate and under the character's control; sometimes it acts on its own. A replicated being might have a psychic link that makes both individuals aware of each other's direction and distance, but it causes painful feedback when they're within 500 feet of each other.



Iron flesh, page 49

A chiurgeate swarmer is a cat-sized lizard creature with adaptive tools where its head should be. When idle, these tools look like tiny jaws, but they can instantly transform into syringes, scalpels, drills, retractors, forceps, suction tubes, cauterizers, and other surgical instruments. They gather in swarms of one or two dozen, eating small animals, plants, and occasional synth and mineral scraps.

Unwanted Surgeons. Chiurgeate swarmers have been known to descend upon a wounded creature, sedate it, treat its injuries, then quickly leave, which leads scholars of the numenera to think swarmers might be some sort of healing device that has become corrupted. They are feared because their usual behavior is to attack healthy creatures and perform surgeries while their victims are paralyzed but conscious, feeling all the pain of the procedure. If attacked unexpectedly, chiurgeate swarmers retaliate with a bite, stab, or slash, depending on their current head-tool. Someone who can talk to machines might be able to direct the swarm into a specific area or to perform a certain procedure.



CHIURGEATE SWARM

Medium swarm of Small monstrosities, unaligned

Armor Class 13 (natural armor)

Hit Points 38 (7d8 + 7)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	12 (+1)	4 (-3)	11 (+0)	3 (-4)

Skills Medicine +2, Perception +2, Stealth +4

Damage Resistances bludgeoning, piercing, slashing

Condition Immunities charmed, frightened, grappled, paralyzed, petrified, prone, restrained, stunned

Senses darkvision 30 ft., passive Perception 12

Languages —

Challenge 2 (450 XP)

Little Surgeons. A chiurgeate swarmer has advantage on Intelligence (Medicine) checks made to diagnose, treat, and repair diseases and injuries.

Swarm. The swarm can occupy another creature's space and vice versa, and the swarm can move through any opening large enough for a Small creature. The swarm can't regain hit points or gain temporary hit points.

ACTIONS

Surgical Tools. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 16 (4d6 + 2) piercing damage and the target must succeed on a DC 11 Constitution saving throw or become paralyzed for 1 hour. The target can attempt another saving throw every round to break free.

Surgery. The chiurgeate swarm performs some kind of surgery on a paralyzed or unconscious target. The swarm can perform almost any surgical procedure, but what it decides to do is driven by unknown factors and might be entirely random. The swarm might amputate a limb, remove or install a technological implant (including *iron flesh*), replace an organ with an artificial or cloned replacement, graft a cypher, or even cut its target in half and replicate both parts to create two complete beings, taking anywhere from 1 to 10 minutes to perform this surgery. The exact effects of this procedure vary; at best, it provides advantage on one kind of action relevant to the surgery (such as a replacement liver giving advantage on poison saving throws or a replacement leg giving advantage on Athletics checks).

CHRONAL FEEDER

These segmented, six-foot-long creatures resemble larvae that have grown gargantuan and vicious. They appear in places where time moves more slowly or more quickly than normal, where balls and liquids move upslope, where a time traveler has visited, and where space-time has fractured.

Dimensional Hunter. A chronal feeder can phase to and from its home dimension, and it uses this ability to great effect when hunting prey. For instance, it can close on prey otherwise protected by barriers or landscape features. It can also use the ability to draw a victim's attention and then launch a surprise attack from behind. It is unswerving in its drive to find prey. Once a feeder marks its target, only killing it stops its relentless attacks.

Time Vermin. Chronal feeders seem drawn to time paradoxes and disruptions in space-time. They tend to eat those responsible (and those affected), potentially alleviating the disturbance in the fabric of things, though that outcome might just be a side effect. First and foremost, chronal feeders are parasites that phase into existence near a spatial anomaly and feed to sate their own hunger. However, there are hints that the larvae may represent the first life stage of a far more powerful and enigmatic entity.

The skin of a chronal feeder can be salvaged to create a silvery cloak that reflects its surroundings, but the reflection is one hour behind the present.

CHRONAL FEEDER

Medium monstrosity, unaligned

Armor Class 16 (natural armor)

Hit Points 93 (17d8 + 17)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	13 (+1)	13 (+1)	6 (-2)	13 (+1)	14 (+2)

Skills Perception +3

Senses darkvision 60 ft., passive Perception 13

Languages —

Challenge 4 (1,100 XP)

Magic Weapons. The chronal feeder's attacks are treated as if magical.

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 30 (8d6 + 2) piercing damage.

Dimensional Jaunt. As a bonus action, a chronal feeder can shift from the Material Plane to its home dimension or vice versa. If shifting to the Material Plane, it can use all of its movement to arrive up to 300 feet from its previous location (it often uses this ability to get around barriers or obstacles between itself and prey).

Snatch Prey (Recharge 6). The chronal feeder can attempt to grab an opponent and transfer itself and the opponent to its home dimension. The target can resist with a DC 12 Wisdom saving throw. The target comes back at the start of its next turn, but is displaced 50 feet upward into the closest open space, often resulting in a deadly fall.



CLICKER

These nine-foot-tall, black, shadowy silhouettes are composed of focused sound. Predators from some other dimension, clickers feed upon any living creature that produces sound. They are blind, but they sense their environment and hunt prey by emitting rapid clicking noises—hence their name. Because of this constant noise, it is basically impossible for them to sneak up on a creature that can hear.

Additive Mind. Solitary clickers have animal-level intelligence and use simple instinctive hunting tactics. When encountered in groups of five or more, they somehow become more intelligent, and negotiation becomes possible if communication is established.

Mysterious Origin. No one is certain where clickers originated, but they seem to emerge at intervals through dimensional portals, swarm an area, and then vanish once everything living there has been consumed.



Only blood-covered broken bones and shattered equipment remain from a clicker's past victims, though one or two cyphers may survive the sonic digestion process.

CLICKER

Large aberration, unaligned

Armor Class 13 (natural armor)

Hit Points 59 (7d10 + 21)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	14 (+2)	16 (+3)	4 (-3)	14 (+2)	8 (-1)

Skills Perception +4

Damage Resistances bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities thunder

Condition Immunities blinded, deafened, exhaustion, petrified

Senses blindsight 120 ft. (blind beyond this radius), passive Perception 14

Languages —

Challenge 3 (700 XP)

Death Burst. When the clicker dies, there is a 50 percent chance that it produces a 50-foot-radius blast of nullifying noise. For the next several hours, all sound is negated in the area (this does not affect clickers). Other clickers in the area gain advantage on attacks, saves, and checks.

Magic Resistance. The clicker has advantage on saving throws against spells and other magical effects.

ACTIONS

Slam. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 23 (6d6 + 2) bludgeoning damage.

Swallow. The clicker makes one slam attack against a Medium or smaller target. If the attack hits, the target takes slam damage and is pulled into the center of the clicker's sonic body. While swallowed, the target is blinded and restrained, it has total cover against attacks and other effects outside the clicker, and it takes 17 (5d6) thunder damage at the start of each of the clicker's turns. A clicker can have only one creature swallowed at a time.

If the clicker takes 20 damage or more on a single turn from the swallowed creature, the clicker must succeed on a DC 13 Constitution saving throw at the end of that turn or expel the creature, which falls prone in a space within 10 feet of the clicker. If the clicker dies, a swallowed creature is no longer restrained by it and can escape from the corpse by using 15 feet of movement, exiting prone.

COCCITAN

Coccitans are insectlike humanoids that live in the cracks of the world—forgotten ruins far below the surface or hidden colonies closer to human habitation—where they gorge on garbage, sewage, and other scrap that drains from the populated communities. They are not as intelligent as humans, but they can fashion and use crude tools.

Coccitans are not a warlike species and usually skitter away if threatened. However, they use roach swarms in a variety of ways, including to subdue potential threats.

Cadaver Decorations. Coccitan colonies are thick with abandoned casings of their molted skins, giving such locations a macabre look, at least from a human's perspective. From a coccitan's point of view, the discarded skins are warm reminders of happy days.

Inhuman Communication. Coccitans speak a language made of scents and waving limbs, rendering their communication almost indecipherable to other creatures. Negotiation might still be possible if the characters offer a rank piece of carrion or other “goody” in return for safe passage or even for a coccitan guide through a treacherous subterranean area.

COCCITAN

Medium monstrosity, neutral

Armor Class 16 (natural armor)

Hit Points 31 (7d8)

Speed 30 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	15 (+2)	11 (+0)	8 (-1)	12 (+1)	7 (-2)

Skills Athletics +4, Persuasion +0, Stealth +4

Condition Immunities poisoned

Senses blindsight 60 ft., passive Perception 11

Languages Coccitan

Challenge 1 (200 XP)

Flight. About one in five coccitans can fly at the listed speed. (Most cannot fly at all.)

ACTIONS

Multiattack. The coccitan makes two kick attacks.

Kick. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) bludgeoning damage.

Roach Swarm. Coccitans are usually accompanied by a **swarm of insects** (roaches) that obeys commands issued in the coccitan language. If a swarm dies, a coccitan can gather a new one in 1d10 days.



COLCHIN

Sometimes a spore bomb also infects a creature with a fungal disease that grows green hairy patches on the skin. Until the disease is cured, the target can't regain hit points except by magical means, and the target's hit point maximum decreases by 7 (2d6) every 24 hours. If the target's hit point maximum drops to 0 as a result of this disease, the target dies.



Detonation of spawning, page 65

Squat and the color of burnt sepia, with several more eyes than a human, colchin are intelligent fungal creatures that wield only the simplest tools and weapons. They use fungus both as clothing and as armor; the more layers, the better the armor. They also fashion a variety of different appurtenances and weapons from hardened fungi. Colchin mostly live in canyons and arroyos, tending herds of wormlike grubs, raising fungal crops, and amusing each other with a rich diversity of fabulous tales that stretch back to an era of destruction on their home dimension.

Colchin speak their own language but can make themselves understood using gestures and hand motions. They are open to negotiation as long as no cultural taboos come into play. For the most part they are opposed to allowing non-colchin to enter their communities.

Voluntary Refugees. Colchin have found their way through various planar portals from unlikely bizarre dimensions. The colchin say that they once lived on a vast, godlike being that woke every “cycle” to seek out its soul mate, a creature composed of pure fire. This “Time of Fire” usually went poorly for the colchin, which is why they left their home dimension and started colonies in lands where the numenera exists.

COLCHIN

Medium plant, neutral

Armor Class 12 to 14 (fungal hide, scale mail, or breastplate)

Hit Points 52 (8d8 + 16)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	12 (+1)	15 (+2)	10 (+0)	13 (+1)	10 (+0)

Skills History +2, Nature +2, Survival +3

Damage Immunities necrotic

Condition Immunities poisoned

Senses passive Perception 11

Languages Colchin

Challenge 3 (700 XP)

ACTIONS

Multiattack. The colchin makes two fungal spear attacks or one fungal dart thrower attack.

Fungal Spear. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 12 (3d6 + 2) piercing damage.

Fungal Dart Thrower. *Ranged Weapon Attack:* +3 to hit, range 30/60 ft., one target. *Hit:* 12 (3d6 + 2) piercing damage and the target must succeed on a DC 12 Constitution saving throw or take 3 (1d6) poison damage and become poisoned for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Spore Bomb. Some colchin carry a spore bomb, which is the nonmagical equivalent of a **detonation of spawning** (corrosion) that doesn't count toward a character's cypher limit.



COLOSTRAN

Colostrans are intelligent masses of coral that can move and swim, though slightly more stiffly than regular animals and fish. Normally they remain beneath water, but they can emerge and move about on land for periods of an hour or more before they must return to the sea. A typical colostran's body consists of a central flattened core that is surrounded by three or more limbs.

Always Growing. Colostrans vary in size, and the oldest ones are enormous, reaching dozens of feet or more in diameter. The largest of them are called **Old Ones**, and they usually lose interest in a colostran colony and move off to meditate. These are occasionally mistaken for normal corals. If a colostran colony is in trouble or in need of aid, they first ask the nearest Old Ones for help or advice.

Mutable Shape. Over a period of several hours, a colostran can modify its shape to fit whatever its needs might be. Large ones can even split into separate smaller beings (perhaps as a form of reproduction). Given their ability to adapt to specific needs, colostrans have little use for tools. Some become specialized in specific tasks, including serving as structures like walls, cages, and (when many come together to cooperate) homes for other colostrans, sleeping for days or weeks at a time.

Old Ones use cloud giant statistics, with no innate spellcasting.

Creatures affected by colostran poison have been known to become confused and try to escape the area by running or swimming away for the duration of the poison.

Colostrans can be found in various sunken Ancients ruins all over the world.



COLOSTRAN

Medium monstrosity, neutral

Armor Class 13 (natural armor)

Hit Points 66 (12d8 + 12)

Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	9 (-1)	12 (+1)	10 (+0)	12 (+1)	12 (+1)

Skills Insight +3, Nature +2, Stealth +1

Damage Resistances bludgeoning, slashing

Senses darkvision 60 ft., passive Perception 11

Languages Colostran

Challenge 3 (700 XP)

Amphibious. The colostran can breathe water and (for about an hour at a time) air.

ACTIONS

Multiattack. The colostran makes two slam attacks or poisoned spine attacks in any combination.

Slam. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 15 (3d8 + 2) bludgeoning damage.

Poisoned Spine. *Ranged Weapon Attack:* +4 to hit, range 30/60 ft., one target. *Hit:* 15 (3d8 + 2) piercing damage, and the target must succeed on a DC 11 Constitution saving throw or become poisoned for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. A failed saving throw intensifies the poison (DC 13) and interferes with breathing, causing the character to immediately run out of breath and begin suffocating. A successful save ends the intensified poison and allows the target to breathe again.

Poison Cloud (Recharge 5–6). When in water, the colostran can release a milky poison in a 10-foot radius. Each creature in that cloud must make a DC 11 Constitution saving throw or be poisoned for 1 minute. (This is the same poison as that on its spines, with identical risk of suffocating.)

CYCLIC RAIDER



Cyclic raiders are humanoid automatons. A flat, blank silver disc is displayed where their face should be. They appear at intervals that seem completely random, though some students of the numenera claim their schedule can be determined ahead of time with enough calculation. However, those who are too successful at discovering that secret tend to become the next targets of the raiders.

Cyclic raiders speak several languages, which seem to be composed of voice recordings of various humans sewn together to make new, complete sentences.

Powered by Sound. In areas with ambient sound, these automatons require no sustenance and operate indefinitely. But in completely noiseless areas, such as the void beyond the sky, they collapse and can be restored to function only when exposed to sound.

Appear and Disappear. Cyclic raiders usually appear suddenly (alone or in groups of three), as if they'd stepped through an invisible door. They prefer to use their Melu Blast attack to incapacitate foes instead of wearing them down with hard sound beams.

They ambush and incapacitate humanoids, then disappear just as precipitously, exactly three minutes later, transporting their captives to another world in the void of space for an unknown purpose.

MELU BOX

Relic, uncommon

This small silver box reacts to specific touch configurations on its surface. When activated as an action, it produces a strange tone, and every living creature within 60 feet (other than the wielder) must make a DC 13 Wisdom saving throw or fall unconscious. Affected creatures can attempt a new saving throw each round to wake up.

Roll a d10 each time a character uses the melu box. On a 1, the box can no longer be used. (Depletion: 1 in 1d10.)

CYCLIC RAIDER*Medium humanoid, neutral***Armor Class** 17 (natural armor)**Hit Points** 119 (14d8 + 56)**Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	16 (+3)	18 (+4)	17 (+3)	13 (+1)	9 (-1)

Skills Acrobatics +6, Intimidation +2, Perception +4**Damage Immunities** poison, thunder**Condition Immunities** charmed, exhaustion, frightened, paralyzed, poisoned**Senses** darkvision 60 ft., passive Perception 14**Languages** Common, Dwarvish, Elvish, Orc**Challenge** 7 (2,900 XP)

Dual Configuration. Sometimes when one member of a group of cyclic raiders is defeated, the fallen automaton goes through sudden convulsions, its limbs shifting and locking into strange shapes. Another raider then leaps upon it, snapping together to create a Large combined entity that has advantage on attack rolls and saving throws.

Silence Vulnerability. A cyclic raider becomes inert (unconscious) in areas where there is no sound (such as a

sonic hole or a spell that creates silence). It revives as soon as the silencing effect ends.

Standing Leap. The cyclic raider's long jump is up to 100 feet and its high jump is up to 30 feet, with or without a running start.

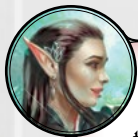
ACTIONS

Multiattack. The cyclic raider makes three Hard Sound Beam attacks.

Hard Sound Beam. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (3d6 + 3) thunder damage.

Remote Teleport. The cyclic raider teleports, along with any creatures it has incapacitated, to its deployment point (usually a distant location).

Melu Blast (Recharge 6). The cyclic raider produces a strange tone, and every living creature within 60 feet must make a DC 14 Wisdom saving throw or fall unconscious until they take damage or someone uses an action to shake or slap them awake. If more than one cyclic raider is present, they harmonize their Melu Blasts to increase the DC by +1 for each raider beyond the first. Affected creatures can attempt a new saving throw each round to wake up.



“That one was speaking Dwarvish, wasn’t it? It was talking too fast for me to understand all of it.”

~Elmande, elf mage and scholar

“It was. But with the voices of different dwarves—some men, some women, and some I couldn’t identify, all stuck together like stones in a wall. Why do I have this feeling that the owners of those voices are dead?”

~Faim Trubeard, dwarf veteran and prospector



Sonic hole, page 110

A fallen cyclic raider can be salvaged for a couple of cyphers and perhaps a functional melu box relic (salvagers can often cobble together one working melu box from the remains of a trio of raiders).

DAL

Dal are creatures native to a plane of just two spatial dimensions (length and width, but not height). On the Material Plane they appear as complex, organic patterns scrawled on the wall or inscribed on the floor, at least until they move. Then they resemble flowing liquid—if liquid could run counter to gravity, under its own power, and with surprising speed and agility. They have a limited ability to manipulate space-time in strange ways, creating dissonant sounds, alienating psychic feedback, or even shifting to a parallel dimension.

Communicative Enigma. Dal easily pick up new languages, and they can create a buzzing dissonance in the air to mimic speech or move their two-dimensional bodies in such a way as to create symbols and even short phrases. If communication can be opened, they might negotiate for new transdimensional knowledge or a fresh food source.

Far from Home. Dal are transdimensional refugees, seeking to find the lost plane from which they were cast out. Why that requires them to prey upon creatures from normal planes of space and time isn't clear.

DAL

Medium aberration, neutral

Armor Class 14 (natural armor)

Hit Points 78 (12d8 + 24)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	18 (+4)	15 (+2)	14 (+2)	13 (+1)	11 (+0)

Skills Acrobatics +6, Perception +3

Damage Resistances acid, cold, lightning, necrotic; bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 60 ft., passive Perception 13

Languages Common

Challenge 4 (1,100 XP)

Magic Resistance. The dal has advantage on saving throws against spells and other magical effects.

Magic Weapons. The dal's attacks are treated as if magical.

ACTIONS

Multiattack. The dal makes two of the following attacks in any combination: body blade, dissonant sound, mental alienation, or transfer.

Body Blade. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 15 (3d6 + 4) slashing damage.

Dissonant Sound. *Ranged Weapon Attack:* +6 to hit, range 100 ft., one target. *Hit:* 15 (3d6 + 4) thunder damage.

Mental Alienation. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 15 (3d6 + 4) psychic damage. The target is also stunned for 1 round if it fails a DC 12 Intelligence saving throw.

Transfer (Recharges after a Short or Long Rest). If the target fails a DC 12 Wisdom saving throw, the dal transports itself and them to a parallel dimension that resembles the Material Plane, except it is empty of other life. The dal and its opponent return to the Material Plane at the end of the dal's turn 1d4 rounds later.



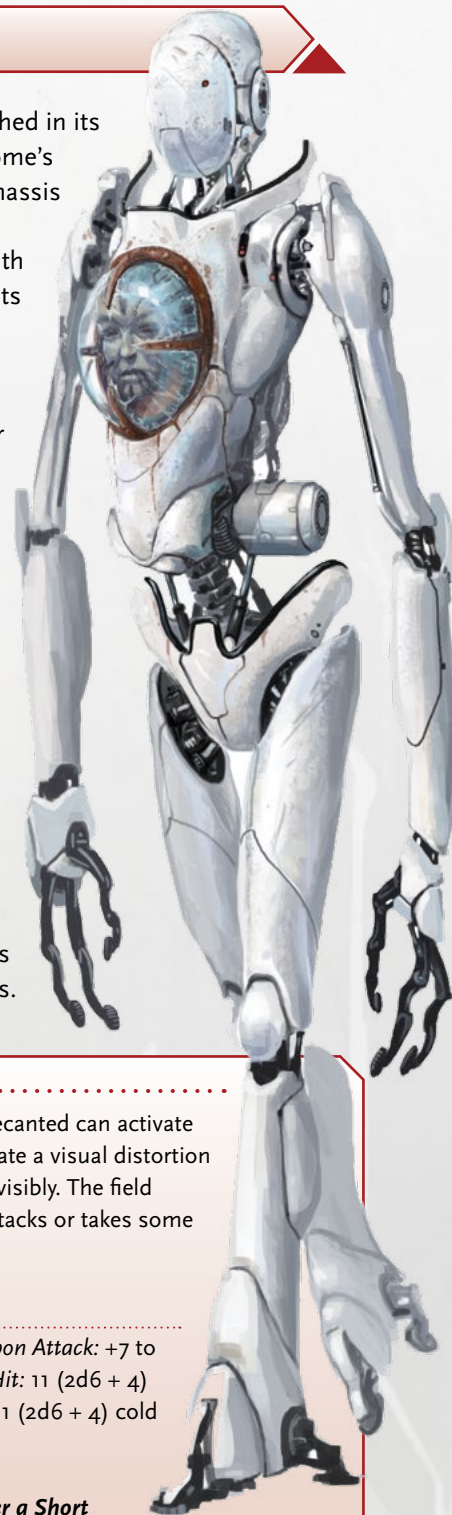


DECANTED

A decanted is an automaton with a frosted-glass dome clutched in its chest cavity by protective iron fingers. Visible through the dome's condensation is a frozen human head, held immobile in a chassis of iron bracing, silver wires, and glowing cables. A decanted speaks from a buzzing grill mounted on its metallic head, with a voice devoid of emotion. A decanted is very cautious with its own existence and breaks off conflict if seriously injured.

Body Stealers. The decanted are intelligent, and devious and lack empathy for creatures other than their own kind. They have a reputation for kidnapping or paying bounties for humans who are especially fit and beautiful. Such humans who fall into the metal hands of the decanted are never seen again. A decanted is most interested in dealing with PCs who are considered to have above-average physical beauty. Characters who are obviously mutated, scarred, or otherwise changed from the decanted's parameters for attractiveness are treated with open disrespect.

Agents of Glass. A city of decanted called Glass is rumored to be hidden somewhere. It's peopled by several hundred decanted (including a small population of nobles and **decanted reapers**) and a hundred times that number of glass containers, each holding a preserved humanoid head floating in a bath of liquefied air. The city nobles look like humanoids with especially fit, beautiful bodies crowned by shriveled heads. The city also has a population of humanoids who await having their bodies forcibly donated to new nobles.



Sometimes a decanted's spray of liquefied air strikes its target in the face, requiring a second saving throw to avoid being blinded for an hour.

Despite their appearance, a decanted noble usually doesn't have special abilities and just uses noble stats.

Decanted reaper, page 43

The remains of a decanted can be salvaged for 1d6 cyphers and possibly an oddity.



Cyphers, page 40

Oddities, page 126

DECANTED

Medium construct, lawful evil

Armor Class 18 (natural armor)

Hit Points 85 (10d8 + 40)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	9 (-1)	18 (+4)	11 (+0)	10 (+0)	12 (+1)

Saving Throws Str +7

Skills Acrobatics +2, Perception +3, Stealth +2

Damage Resistances bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities cold, poison

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

Senses darkvision 60 ft., passive Perception 13

Languages Common

Challenge 5 (1,800 XP)

Visual Distortion Field. A decanted can activate its machine interface to create a visual distortion field, allowing it to move invisibly. The field collapses if the decanted attacks or takes some other dramatic action.

ACTIONS

Freezing Grasp. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) bludgeoning damage plus 11 (2d6 + 4) cold damage.

Cold Breath (Recharges after a Short Rest)

The decanted sprays liquefied air in a sharp stream at one target within 30 feet. The target must make a DC 15 Constitution saving throw or be stunned for one round and gain disadvantage on all rolls in the following round.

DECANTED REAPER

Decanted reapers are the assassin or warrior caste of the decanted. In Glass, the secret city of the strange hybrid beings known as the decanted, nobles enjoy lives of luxury, humanoid await the harvesting of their own bodies, the decanted seek out newcomers to bring back to their city, and the decanted reapers protect the people of the city from all threats. Superficially the reapers resemble the common decanted, but their machine bodies are covered in heavy armor and spikes

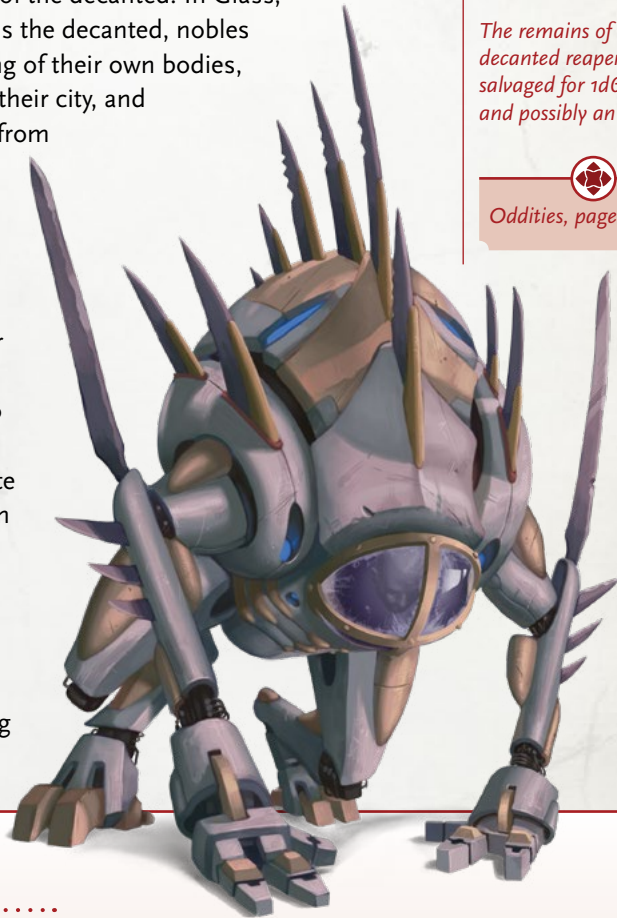
Machine Muscle. Decanted reapers are expected to defend regular decanted and guard the places where decanted establish their colonies. If a regular decanted finds a prize humanoid specimen that it can't retrieve on its own, it might ask its masters to send a reaper to help. Most decanted reapers are vicious killers and defer to regular decanted. Despite this brutish nature, each knows one or more human languages.

Energy Blades. In addition to its metal claws, a decanted reaper can create a blade made of pure energy on each arm. It uses these blades to slice through obstacles and opponents—especially if it has found a humanoid whose head it wants to bring back to its masters.

The remains of a decanted reaper can be salvaged for 1d6 cyphers and possibly an oddity.



Oddities, page 126



DECANTED REAPER

Medium construct, lawful evil

Armor Class 18 (natural armor)

Hit Points 133 (14d8 + 70)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	9 (-1)	20 (+5)	11 (+0)	10 (+0)	12 (+1)

Saving Throws Str +9

Skills Acrobatics +3, Perception +4, Stealth +3

Damage Immunities cold, poison; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

Senses darkvision 60 ft., passive Perception 14

Languages Common

Challenge 9 (5,000 XP)

Standing Leap. The reaper's long jump is up to 60 feet and its high jump is up to 30 feet, with or without a running start.

Surprise Attack. If the decanted reaper surprises a creature and hits it with an attack during the first round of combat, the target takes an extra 7 (2d6) damage from the attack.

Visual Distortion Field. A decanted reaper can activate its machine interface to create a visual distortion field, allowing it to move invisibly. The field collapses if the reaper attacks or takes some other dramatic action.

ACTIONS

Multiattack. The decanted reaper makes four attacks: two with its claws and two with its energy saber. Alternatively, it makes one Sever Head attack.

Claws. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 15 (3d6 + 5) slashing damage.

Energy Saber. *Melee Weapon Attack:* +9 to hit, reach 5 ft., one target. *Hit:* 22 (4d6 + 5) force damage.

Sever Head. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one humanoid. *Hit:* 55 (10d10) slashing damage. If this damage reduces the target to 0 hit points, the decanted reaper's energy saber severs the target's head, killing them; the reaper then ingests the cauterized head and stores it in an interior chamber filled with liquefied air so the head can be brought back to Glass.

DEDIMASKIS

The small machines with a dedimaskis can have any number of forms—cubes, spheres, flying insects, and more. All the machines with a particular dedimaskis are usually the same shape.

Explorers once found the burned-out husk of a dedimaskis, with all of its tiny machines arranged in a strange pattern on the ground around it.

A dedimaskis is a flying fortress of metal and synth. To the eyes of most people, it appears to be a hovering, squirming horde. It follows ancient directives that no one has ever been able to parse. It is an engine of destruction, but its targets are selective—seemingly random. When a dedimaskis floats into a human village, it might destroy a specific building but not those next to it. It might hunt for three individuals out of hundreds, target all the pets, or destroy only the mill.

Machine Swarms. An ancient machine, a dedimaskis is covered with smaller machines slaved to it. These small, insectlike machines shift across its surface, so its form continually seems to undulate, seethe, and even breathe, although it is a construct rather than a living thing. These swarms only enhance the dedimaskis's abilities and never attack on their own.

Unwavering Siege. The appearance of a wandering dedimaskis spreads true terror and might mobilize a small army (or, more sensibly, a mass evacuation). It can come from the skies above or fly low across the landscape. No one has ever successfully communicated with a dedimaskis.



DEDIMASKIS*Huge construct, unaligned***Armor Class** 19 (natural armor)**Hit Points** 175 (13d12 + 91)**Speed** 0 ft., fly 120 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
24 (+7)	10 (+0)	24 (+7)	14 (+2)	14 (+2)	18 (+4)

Saving Throws Str +11, Con +11, Int +6**Skills** Perception +6**Damage Resistances** fire, thunder**Damage Immunities** lightning, poison**Condition Immunities** blinded, charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned, prone**Senses** darkvision 120 ft., passive Perception 16**Languages** —**Challenge** 12 (8,400 XP)

Adaptive Defenses. A dedimaskis's slaved machines can rapidly adapt the main structure to various situations. Starting on the third round of combat, on each round as a bonus action it can choose one of the following abilities.

Defensive Tactics. Choose one opponent. The dedimaskis gains advantage on saving throws against attacks from that opponent, and the opponent gains disadvantage on attack rolls and skill checks against the dedimaskis.

Energy Resistance. The dedimaskis gains resistance to one energy type used against it in this combat.

Enhanced Senses. The dedimaskis gains blindsight 120 ft.

Increased Armor. The dedimaskis's AC increases by 1. (It can gain this up to three times.)

Offensive Tactics. Choose one opponent. The dedimaskis gains advantage on attack rolls and skill checks against that opponent, and the opponent gains disadvantage on saving throws against the dedimaskis's attacks.

The dedimaskis can maintain about ten of these adaptations at a time. If it reaches its limit, it can repurpose some of its slave machines to a different adaptation (a bonus action), losing the previous adaptation for doing so. The dedimaskis usually reverts to its default state (no adaptations) within an hour of combat ending.

Magic Resistance. The dedimaskis has advantage on saving throws against spells and other magical effects.

Magic Weapons. The dedimaskis's weapon attacks are treated as if magical.

Self-Repair. The dedimaskis automatically repairs 20 hit points at the start of its turn. It is only destroyed if it starts its turn with 0 hit points.

ACTIONS

Multiattack. The dedimaskis makes four destructive ray attacks or one horizon ray attack.

Destructive Ray. *Ranged Spell Attack:* +8 to hit, range 120 ft., one target. *Hit:* 21 (6d6) fire or lightning damage.

Horizon Ray. *Ranged Spell Attack:* +8 to hit, range 1,000 ft., one target. *Hit:* 35 (10d6) fire or lightning damage.



"It tore apart our tents and killed our horses but left everything else at our campsite intact. Is this chance, madness, or some pattern I cannot comprehend?"

~Elmande, elf mage and scholar

"Considering how quickly it blasted everything into greasy ash, let's be thankful to the gods that it didn't kill us, too."

~Faim Trubeard, dwarf veteran and prospector



In theory, a dedimaskis could bash into foes in melee, but that would be a last resort.

Within the wreckage of a dedimaskis, scavengers can find 1d6 + 4 cyphers, 1d6 oddities, and a relic.

DREAD RIDER



Dread destroyer,
page 170

It's possible that a character searching the remains of a defeated dread rider might trigger a device that attempts to begin the process of remaking the character as a new dread rider.

The remains of a dread rider can be salvaged for one or two cyphers and an oddity.



Cyphers, page 40

Oddities, page 126

Giant war machines known as **dread destroyers** have a well-deserved reputation for being the most horrific—and probably the very last—thing a person will ever see. Heavy, metallic, and monstrous, these ancient automatons carry enough weaponry to level three cities. But almost as horrific as the destroyer is the so-called dread rider, who sometimes appears in the weeks and days before a dread destroyer makes its thunderous presence known, like a herald of doom.

Converted Agent. Most dread riders have human brains and were only recently harvested by a dread destroyer to serve as an agent. A dread rider remembers some of its past life, but it is committed to searching the world for enemies, even though who or what those enemies are isn't really clear. Individual dread riders can also be motivated by fear, greed, grief, or revenge, and they negotiate accordingly.



DREAD RIDER

Medium construct, neutral (or as programmed by a dread destroyer)

Armor Class 15 (natural armor)

Hit Points 127 (15d8 + 60)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	12 (+1)	18 (+4)	11 (+0)	10 (+0)	10 (+0)

Saving Throws Str +7, Con +7

Skills Intimidation +3, Perception +3

Damage Resistances fire, thunder

Damage Immunities lightning, poison

Condition Immunities deafened, exhaustion, petrified, poisoned

Senses darkvision 60 ft., passive Perception 13

Languages Common

Challenge 6 (2,300 XP)

ACTIONS

Electrified Blade. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 32 (8d6 + 4) slashing damage plus 7 (2d6) lightning damage.

Summon. The dread rider summons a dread destroyer, which usually arrives within a few hours. Most of the time, a rider won't do this, even if it's in personal danger, unless it feels some greater purpose could be achieved.

Teleport. The dread rider teleports, along with any equipment it is wearing or carrying, to the location of the nearest dread destroyer, up to 10,000 miles away.

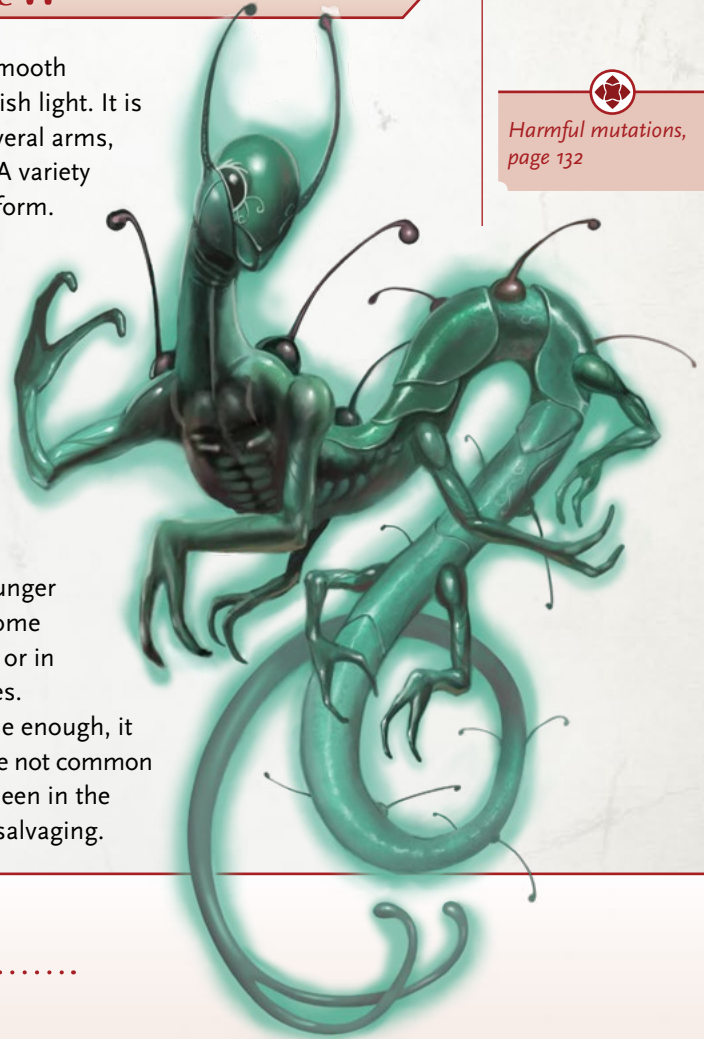
Lightning Aura (Recharge 4–6). The dread rider electrifies its outer surface for 1 round, inflicting 7 (2d6) lightning damage to all creatures within 5 feet. The dread rider's electrified blade attack inflicts an additional 7 (2d6) lightning damage while this ability is active.

DRITCH

A dritch has a mottled carapace that resembles smooth greenish-black stone and glows with a faint greenish light. It is slender and sleek, with a head on a long neck, several arms, and a long torso that narrows to a snakelike coil. A variety of antenna-like protuberances stud its glistening form.

Midnight Stone Eater. The dritch is a variety of creature that eats midnight stones. It spends much of its time sniffing out concentrations of these items. This means a dritch can be especially dangerous to those who possess midnight stones or who have used such stones in the past, because the creature has a special power over the volatile energy (called “void matter”) that midnight stones resonate. Dritch usually ignore creatures that are not threats or do not have midnight stones, unless hunger or loyalty urges them to do otherwise. If they become hungry enough, they attack anything infused with or in possession of void matter, including other dritch.

Rare Pet. If a dritch is young and impressionable enough, it sometimes imprints on other creatures. Dritch are not common creatures, but every now and then an explorer is seen in the company of one, claiming that it helps out when salvaging.



Harmful mutations,
page 132

DRITCH

Small monstrosity, unaligned

Armor Class 13 (natural armor)

Hit Points 52 (15d6)

Speed 30 ft., burrow 30 ft.

STR	DEX	CON	INT	WIS	CHA
7 (-2)	13 (+1)	10 (+0)	10 (+0)	13 (+1)	7 (-2)

Skills Acrobatics +3, Perception +3, Survival +3

Damage Resistances fire, necrotic, thunder

Senses darkvision 60 ft., passive Perception 13

Languages —

Challenge 3 (700 XP)

Magic Resistance. The dritch has advantage on saving throws against spells and other magical effects.

Midnight Hunter. If the dritch attacks a creature carrying a midnight stone, using a device powered by a midnight stone or void matter, or otherwise infused with void matter from a device or special ability, the dritch has advantage on its attack rolls, the target has disadvantage on saving throws against the dritch’s void matter spit, each attack by the dritch heals it for 50 hit points, and one of the target’s midnight stones is completely drained.

Midnight Stone Resistance. The dritch has advantage on saving throws against effects caused by midnight stones and resistance to any damage from midnight stones.

Strange Burrowing. Rather than dig with claws, a dritch burrows through earth, metal, stone, and synth by using its internal void matter to reshape these materials ahead of itself. This leaves behind a small tunnel that slowly closes up like a healing wound, vanishing completely after about a minute.

ACTIONS

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target.
Hit: 22 (6d6 + 1) piercing damage.

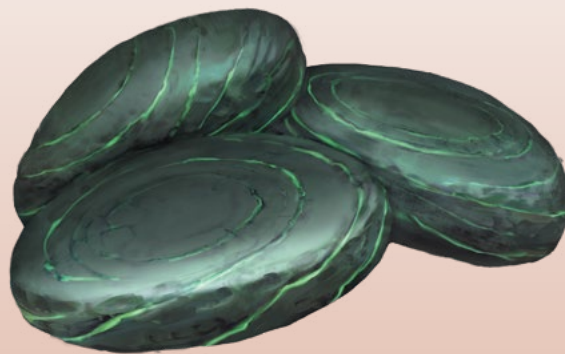
Void Matter Spit (Recharge 6). The dritch usually begins combat by spitting a glob of greenish-black void matter at a target within 60 feet, inflicting 21 (6d6) fire, necrotic, or thunder damage (equal chances). The target must succeed on a DC 10 Intelligence saving throw or be stunned for one round and gain a **harmful mutation** that lasts until the target takes a long rest.

MIDNIGHT STONES

Midnight stones are sometimes found as components of numenera ruins. They're apparently composed of greenish-black stone (or maybe some kind of hard synth) and are usually only a few inches in diameter. They're as smooth to the touch as river rocks or eggs. They represent a type of device akin to cyphers, in that each midnight stone contains a quantity of something locals call "void matter." Once used or drained, the stone crumbles.

Void matter is a mysterious energy source that doesn't seem to obey many of the laws that govern other forms of energy. It might not be an energy at all—sometimes it acts as if it's partly alive.

Whatever the truth, void matter can be siphoned to power other devices, unless it paradoxically drains them. Other times the energy can be used to ease hurts, unless it inexplicably mutates a victim instead. Scholars of numenera believe midnight stones can be used to craft cyphers and relics.



Iron flesh, page 49

Relics, page 45

MIDNIGHT STONE EFFECT TABLE

To activate a midnight stone's void matter, a character must hold the stone, use their action, and succeed at a DC 12 Intelligence (Arcana) check. If successful, a ribbon of greenish-black energy coils out of the stone and produces a random effect, such as one of those in the table below. A character can try to channel the energy to achieve a specific effect, either one on the table or one of the character's own choosing (with the GM's permission), but this requires a successful DC 22 Intelligence (Arcana) check. On a failure, the player rolls normally on the table.

Once used, a midnight stone crumbles, turns to ash, and is gone.

d10 Effect

- | | |
|------|---|
| 1 | The character can heal by spending Hit Dice as if they had just finished a short rest. They have advantage on Intelligence checks and saving throws for the next hour. |
| 2 | The stone sprouts fine glassy tendrils similar to hair. If the character continues to hold the stone, their body sprouts the same sort of hair (first on their hand, then their arm, and so on across their body), taking 7 (2d6) piercing damage each round, until they let go of the stone. |
| 3 | A thundering sound somehow blinds (rather than deafens) the character for several minutes. |
| 4 | A used cypher or potion in the character's possession is renewed, or a depleted iron flesh or relic is recharged. (Rarely, this might instead restore charges to a magic item as if a day had passed.) |
| 5 | The skin around the character's eyes, mouth, ears, and all other orifices is sealed with a sudden surge of new skin growth. The character suffocates if not helped by someone poking a hole over the mouth or nostrils and keeping it open (the skin keeps trying to grow closed). After about 10 minutes, the growth reverses if the character is still alive. |
| 6 | The character can heal by spending Hit Dice as if they had just finished a short rest. They have advantage on Constitution checks and saving throws for the next hour. |
| 7 | The character's legs and arms bloodlessly drop off. If the limbs are held in place to where they were once attached and the character receives any kind of healing (whether magical, spending Hit Dice, or using a healer's kit), the limbs reattach and regain their normal functions. |
| 8–10 | The character learns the answer to one question in an intuitive leap, but this leaves a nagging headache for several hours afterward. |

EARTHSHAKER

Earthshakers are enormous beasts, like whales that walk on land. A fully grown earthshaker matriarch can reach heights of about fifty feet. An earthshaker is usually content to graze the tops of forests (the entire tops of forests—branches, leaves, trunk tops, and all), choosing stands of vegetation that are quick-growing for that reason.

Matriarchal Herd. Earthshakers spend much of their day grazing alone but meet up to sleep for the night. A typical herd consists of a matriarch earthshaker, three or four calves of various ages, and one or two mates. Mates are about three-fourths the size of a matriarch, and calves are half as large. If threatened, mates and calves run away to safety and leave combat to the enraged matriarch. Foolish beast hunters have attempted to catch or kill an isolated mate or calf, only to see the matriarch charging into view with her tusks lowered.

“You feel it inside first, a thrumming so deep your bones seem to shiver. Then come the tremors, shaking equipment, trembling trees, and swaying towers. When the earthshaker appears, shouldering aside obstructions without the least effort, it’s like thunder given flesh and allowed to run free.”

~Elmande, elf mage and scholar

Earthshaker size suggests they might be related to titanosaurs (page 168); however, the creatures don't appear to be of the same origin. Earthshakers skate just beneath the line of how large a natural living creature can grow without being crushed by its own weight (assuming no other oddities or variations in gravity). That titanosaurs can be much larger means they somehow break the rules of reality.

EARTHSHAKER

Gargantuan beast, unaligned

Armor Class 21 (natural armor)

Hit Points 232 (15d10 + 75)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
25 (+7)	10 (+0)	20 (+5)	3 (-4)	12 (+1)	12 (+1)

Saving Throws Str +13, Con +11

Skills Perception +7

Damage Resistances bludgeoning, cold, thunder

Senses tremorsense 30 ft., passive Perception 17

Languages —

Challenge 18 (20,000 XP)

ACTIONS

Multiattack. The earthshaker makes four gore attacks.

Gore. *Melee Weapon Attack:* +13 to hit, reach 15 ft., one target.
Hit: 29 (4d10 + 7) piercing damage.

Trampling Line (Recharge 6). The earthshaker charges in a path 20 feet long and 200 feet wide and can make one gore attack against each opponent in that area. Any opponent it hits must succeed on a DC 19 Dexterity saving throw or be knocked prone.



EDACIOUS DESTROYER

At first glance, edacious destroyers seem to be little more than enormous predatory scavengers. Omnivores and opportunists, they have intensely acidic stomachs that allow them to devour nearly everything they come across. However, beyond their need to eat, they appear to be somewhat intelligent creatures that will do almost anything in exchange for large amounts of food. Well-fed edacious destroyers grow up to fifty feet tall. They reproduce asexually, housing their young inside bellybands of muscle that surround one or more sprouts.

Hunt by Scent. Blind and deaf, edacious destroyers rely on the olfactory details that the sprouts on their heads provide. Strong scents (like smoke and skunk musk) don't seem to have any adverse effect on their senses. They can be scent-trained by those who are willing to risk being eaten. Successful trainers find ways to mask or eradicate their own scent first.

Dangerous Sprouts. These pale protrusions on a destroyer's head allow it to scent blood, flesh, rotting fruits, and other foodstuffs. Once some type of edible is found, the sprouts erupt from the creature's head as long, pliable tubes. A single tube can stretch up to one hundred times its resting size to suck up prey; the sprout's powerful muscles then squeeze and compress the captured prey into a liquefied meal.



EDACIOUS DESTROYER*Gargantuan monstrosity, neutral***Armor Class** 20 (natural armor)**Hit Points** 155 (10d20 + 50)**Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
29 (+9)	14 (+2)	20 (+5)	8 (-1)	12 (+1)	8 (-1)

Skills Athletics +14, Perception +6**Damage Resistances** cold, fire; bludgeoning, piercing, and slashing from nonmagical attacks**Condition Immunities** blinded, deafened**Senses** blindsight 60 ft., passive Perception 16**Languages** —**Challenge** 13 (10,000 XP)**Keen Smell.** The edacious destroyer has advantage on Wisdom (Perception) checks that rely on smell.**ACTIONS****Multiattack.** The edacious destroyer makes two slam attacks or one slam attack and one sprout attack.**Slam.** *Melee Weapon Attack:* +14 to hit, reach 15 ft., one target. *Hit:* 44 (10d6 + 9) bludgeoning damage.**Sprout.** *Melee Weapon Attack:* +14 to hit, reach 15 ft., one target. *Hit:* 19 (3d6 + 9) piercing damage.**Swallow.** The edacious destroyer makes one sprout attack against a Large or smaller target. If the attack hits, the target must succeed on a DC 18 Strength saving throw or be pulled into the sprout's digestive tube. While trapped in the tube, the target is blinded and restrained, has total cover against attacks and other effects outside the edacious destroyer, and takes 21 (6d6) bludgeoning damage at the start of each of the edacious destroyer's turns. A creature killed by the tube is crushed into a liquid and drawn into the destroyer's stomach. An edacious destroyer can have up to three creatures swallowed at a time.

If the edacious destroyer takes 30 damage or more on a single turn from the swallowed creature, the edacious destroyer must succeed on a DC 13 Constitution saving throw at the end of that turn or regurgitate the creature, which falls prone in a space within 15 feet of the edacious destroyer. If the edacious destroyer dies, a swallowed creature is no longer restrained by it and can escape from the corpse by using 15 feet of movement, exiting prone.



“We are so fortunate that I had a telepathy cypher! Despite its huge size and fearsome appearance, it was friendly enough once its hunger was sated. And what a strange method of eating!”

~Elmande, elf mage and scholar

“For once, I’m glad you try to talk to everything . . . I assumed it was a mindless beast and we were going to have to fight it. And with how fast it slurped up that whole herd of cattle, the fight wouldn’t have gone well for us.”

~Faim Trubead, dwarf veteran and prospector



Sometimes a sprout pulls in a still-living target, dumping it into the creature's bellyband in front of a clutch of eggs that are about to hatch.

It's possible to estimate an edacious destroyer's age by the number of sprouts along its head. Each sprout signifies eight to ten years.

ELAAN

Blown through parallel planes by transdimensional winds, elaan are spectral seedlings. From afar they're sometimes visible as drifting motes of pale light that catch like ragged banners on buildings, landscape features, and other creatures. Close up, elaan are revealed as eellike creatures with disturbingly predatory heads. They cling to living targets, which might not even be aware that they're carrying a phased, nearly invisible passenger.

Elaan are intelligent and may negotiate if communication is opened. They see themselves as refugees from a disaster so ancient they no longer recall what it was.

Cautious Hunter. An elaan is always partially phased, so it's difficult to detect and affect.

If its chosen prey becomes aware of it and actively resists its attempts to attach, it eventually gives up and looks for an easier target. If attacked with weapons that can hurt it, such as energy or transdimensional attacks, it flees immediately.

Monstrous Birth. A clinging elaan eventually burrows into its target, where it lays eggs and attempts to influence its host to find a hidden place where it can die and allow the eggs to hatch, after which the elaan drifts off to another location in search of another host.



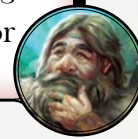


“Very curious that it needs to find hosts in this dimension for its young. Has it depleted all prey in its native plane and therefore must search elsewhere, or is there something about the flesh of creatures here that attracts its attention?”

~Elmande, elf mage and scholar

“That damn thing combines stuff I hate from a bunch of different monsters—it’s hard to see, it attaches itself to you, and it crams you full of eggs.”

~Faim Trubeard, dwarf veteran and prospector



Elaan sometimes let themselves be carried by strong winds and nonelectrical storms.

ELAAN

Medium aberration, neutral evil

Armor Class 15 (natural armor)

Hit Points 104 (16d8 + 32)

Speed 0 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
14 (+2)	18 (+4)	14 (+2)	10 (+0)	15 (+2)	11 (+0)

Skills Acrobatics +7, Perception +5, Stealth +7

Damage Resistances acid, cold, fire, thunder; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities grappled, restrained

Senses passive Perception 15

Languages Elaan

Challenge 6 (2,300 XP)

Magic Weapons. The elaan’s attacks are treated as if magical.

Phased Camouflage. The elaan has advantage on Dexterity (Stealth) checks made to hide and (like an invisible creature) can always try to hide, even when observed.

ACTIONS

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.

Hit: 39 (10d6 + 4) piercing damage. If the target is surprised or unaware, it must make a Perception check opposed by the elaan’s Stealth check. If the target succeeds, the target notices that it has been attacked, and the elaan does not attach. If the target fails, the elaan attaches to the target. Once attached, the elaan waits to use its Implantation ability. An attached elaan is still phased and difficult to see; other creatures who make a Perception check against the elaan’s Stealth check may notice the eellike shape trailing from the target like a scarf.

Implantation. When the elaan is attached to a target and the target takes a short or long rest, it attempts to burrow into the target’s body. The GM contests the elaan’s Stealth check against the target’s passive Perception to notice (and move to prevent) this attack. Otherwise the phased creature lays its eggs inside the target’s body and uses its Quiet Death ability. Effects that cure disease kill the implanted eggs.

Quiet Death (Recharges after a Short or Long Rest). Every hour that the elaan’s eggs remain implanted, the host creature must make a DC 13 Wisdom saving throw to remain in their right mind. Failure means the creature seeks out a warm, dark, secret place and waits there. The host loses one-third of their hit points every full day after the implantation. When the host dies, a clutch of newly hatched elaan phase out of the body and drift away.

ELDMOR

The random dimensions where victims of eldmorem sometimes find themselves are not necessarily immediately dangerous, though they can be. The more significant problem for victims is usually finding their way home.

Optional Rule: Intelligence (Ancients Arcana), page 7

An eldmor corpse can be salvaged for 2d6 cyphers.

Eldmorem are dimension-traveling destroyers that arose in a distant parallel dimension. Half flesh, half automaton, eldmorem lie like cysts between dimensions, only waking from the sleep of ages when disturbed. When that happens, a lone eldmor stretches to its full two-hundred-foot length and attempts to trace the traveler's dimensional trajectory back to its plane of origin. If it finds the location, it enacts half-forgotten instructions received millennia earlier and attempts to destroy everything it finds.

Enormous Threat. When encysted between dimensions, eldmorem appear like inanimate, weathered boulders the size of a hill. Upon waking, they unfold to reveal their true shape. Though large, eldmorem can easily discern prey much smaller than themselves.

Indifferent Scourge. Eldmorem can communicate telepathically but mostly choose to abstain. They are old, weary, and usually motivated to act only because of ancient instructions they half remember.



ELDMOR

Gargantuan monstrosity, neutral evil

Armor Class 19 (natural armor)

Hit Points 525 (30d20 + 210)

Speed 0 ft., fly 100 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
30 (+10)	11 (+0)	25 (+7)	15 (+2)	15 (+2)	15 (+2)

Skills Arcana +10, Intimidation +10, Perception +10

Damage Resistances cold, fire, lightning, necrotic, psychic

Damage Immunities bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 1,000 ft., truesight 100 ft., passive Perception 20

Languages telepathy 1,000 ft.

Challenge 25 (75,000 XP)

Magic Resistance. The eldmor has advantage on saving throws against spells and other magical effects.

Magic Weapons. The eldmor's attacks are treated as if magical.

ACTIONS

Multiattack. The eldmor makes two eye beam attacks.

Eye Beam. Ranged Weapon Attack: +8 to hit, range 5 miles, one target. Hit: 42 (12d6) force damage and 42 (12d6) necrotic damage. The transdimensional energy of these blasts phases through most obstacles less than a few feet thick, giving the eldmor advantage on its attack roll and ignoring cover and concealment.

Dimensional Rejection (Recharge 6). As a bonus action, the eldmor surrounds a Huge or smaller target with its metal manipulator limbs. The creature must succeed at a Wisdom save (DC 18) or be transported to a random dimension.

Dimensional Duplicate (Recharges after a Short or Long Rest). As a bonus action, the eldmor can choose one opponent and summon a duplicate of that creature from another dimension. This duplicate is similar in most ways to the original but is determined to kill the original. If one or the other is slain, the duplicate returns to its original dimension.

LEGENDARY ACTIONS

The eldmor can take 3 legendary actions, essentially three legendary eye beam attacks. Only one legendary action can be used at a time and only at the end of another creature's turn. The eldmor regains spent legendary actions at the start of its turn.

Eye Beam. The eldmor makes one eye beam attack.

ENCEPHALON

When stalking prey, an encephalon resembles a gnarled tree whose upper branches are covered with fluttering butterfly wings. When the encephalon flings its arms wide, it's revealed as a wrinkled, pale-green monstrosity. Its oversized cranial bulge is home to two milky white eyes and a circular, sucking maw. Its lower body consists of half a dozen twining, earth-burrowing tendrils.

Predator from the Deep. Encephalons dig up from beneath the surface of the earth looking for cranial sustenance. They could just be hungry, but it is possible they are scouts (or criminal outcasts) of an inhuman civilization deep within the earth and are looking for information on the surface.

Stealth and Discretion. An encephalon that fears for its life burrows into the earth to escape, leaving behind a tunnel that collapses one day later. Often their tunnels take roundabout paths and break into underground chambers, as the encephalon hopes any pursuers will be distracted or attacked by what is buried there.

ENCEPHALON

Large monstrosity, neutral evil

Armor Class 17 (natural armor)

Hit Points 133 (14d10 + 56)

Speed 30 ft., burrow 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	8 (-1)	19 (+4)	10 (+0)	13 (+1)	12 (+1)

Skills Deception +5, Intimidation +5, Perception +5

Damage Resistances bludgeoning, piercing

Senses sense minds 100 ft., passive Perception 15

Languages telepathy 100 ft.

Challenge 9 (5,000 XP)

False Appearance. While the encephalon remains motionless, it has advantage on checks to disguise itself as a normal tree.

Sense Minds. An encephalon can telepathically sense the presence of living creatures up to 100 feet away. It knows the general direction they're in but not their exact locations.

ACTIONS

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.

Hit: 28 (7d6 + 4) piercing damage.

Cranial Slug Swarm (Recharges after a Short or Long Rest). The encephalon can release a swarm of cranial slugs resembling ground slugs with butterfly wings. The swarm attacks as a **swarm of insects** (wasps), except its attack bonus is +7, it attacks four times per round, and it inflicts psychic damage instead of piercing damage. Once the swarm has inflicted 50 points of damage, it returns to the encephalon, which eats the swarm as a bonus action and heals 30 hit points.



An appropriate cypher to be destroyed by the ergovore is one obviously powered by energy, whether electrical, nuclear, or something else. Thus, a pill, injector, or poison probably isn't appropriate, but a ray emitter or a teleporter of bounding certainly is.



Ray emitter, page 103

Teleporter of bounding, page 116

ERGOVORE HOUND

This creature looks a bit like a bulldog the size of a horse with multiple long, barbed tongues. It often haunts the ruins of the Ancients.

Energy Feeder. Although the hound is a traditional omnivore, subsisting on small prey as well as grass and leaves, its unique aspect—and the reason for its name—is that it also feeds directly on energy fields. It can sense the presence of energy fields like a human can smell a tasty meal being cooked. It is likely to ignore characters with no suitable energy sources as creatures not worth the hassle and risk of hunting.

Trainable Monster. Ergovore hounds have the general intelligence and outlook of beasts. Careful use of the energy that they crave, however, allows them to be trained. Some people who have access to energized devices that keep the creatures fed and happy can train them to be guard dogs of a sort.

ERGOVORE HOUND

Large monstrosity, unaligned

Armor Class 15 (natural armor)

Hit Points 95 (10d10 + 40)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	11 (+0)	18 (+4)	3 (-4)	12 (+1)	7 (-2)

Skills Athletics +8, Perception +4

Senses passive Perception 14

Languages —

Challenge 5 (1,800 XP)

ACTIONS

Multiattack. The ergovore hound makes two bite attacks or six tongue attacks.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 22 (5d6 + 5) piercing damage. The creature is also affected by the ergovore's drain energy ability.

Tongue. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 3 (1d6) piercing damage. The creature is also affected by the ergovore's drain energy ability.

Drain Energy. Ergovores eat energy sources, particularly from force effects. If the ergovore uses its bite or tongue attack on an active force effect or on a creature that has an active force effect, that effect ends immediately (the target can reactivate the effect as normal, but that just gives the ergovore reason to attack them again). If the force effect is created by a cypher or relic, this attack destroys the item. If the target doesn't have an active force effect, the character must succeed on a Constitution saving throw (DC 15) or have a powered item (cypher, relic, or oddity, in that order) drained of its power and destroyed. If the character has no force effects and no powered devices, this attack has no additional effect.

An ergovore may be able to feed on magical force effects and force-creating items in the same way that it feeds on technological ones.



Cyphers, page 40

Relics, page 45

Oddities, page 126



ERODEL SHEPHERD

More than six feet in diameter, Erodel shepherds look almost like floating trees on which many decorations are hung. Up close, it's clear they are living, mobile creatures, despite the many masks they wear.

The Erodel is the name of a vanished group of entities that enslaved other races to extend their own power and influence. The time of the Erodel is gone, but remnants like the shepherds remain.

Ancient Survivors. Most shepherds were put in stasis hundreds of thousands of years ago to survive an apocalyptic event. Recently awakened from their long repose, the shepherds resume their attempts to accrue power and influence—even though all they once knew has crumbled in the vast gulfs of time. Such persistence in the face of losing everything might be considered heroic by some, but most shepherds are probably merely insane.

Dominant Urges. A shepherd can communicate telepathically, but it usually tries to mentally dominate whomever it runs across and negotiates only with characters that are strong enough to harm it. A shepherd usually has three to four competent and skilled servitors at any time (typically **gladiators**, **knights**, **priests**, and **veterans**).



Defeated servitors may carry cyphers and perhaps a relic.

ERODEL SHEPHERD

Huge monstrosity, lawful evil

Armor Class 16 (natural armor)

Hit Points 137 (11d12 + 66)

Speed 30 ft., fly 100 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
22 (+6)	10 (+0)	22 (+6)	14 (+2)	14 (+2)	16 (+3)

Skills Intimidation +7, Perception +6, Persuasion +7

Damage Resistances psychic

Senses passive Perception 16

Languages telepathy 60 ft.

Challenge 9 (5,000 XP)

Mental Strength. A shepherd has advantage on saving throws against all mental attacks.

ACTIONS

Multiattack. The Erodel shepherd makes three slam attacks.

Slam. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target.

Hit: 20 (4d6 + 6) bludgeoning damage.

Enslave (Recharge 5–6). As a bonus action, a shepherd targets one creature it can see within 30 feet. The target must succeed on a DC 14 Wisdom saving throw or be magically charmed by the shepherd for one round. The charmed target is under the shepherd's control and can't take reactions. If the shepherd charms the same target again within 1 minute, its control over the creature lasts 10 hours. These charmed servitors act as the shepherd's hands and eyes among humanoids. Killing the shepherd ends the control over all of its servitors.

Psychic Field. The shepherd automatically projects a psychic field in a 60-foot radius from itself, transmitting a friendly, gentle sense of love. This gives the shepherd advantage on Persuasion checks. As a bonus action, it can focus the field on one target in range, who must succeed on a DC 15 Wisdom saving throw to resist. Failure means the target breaks off attacks on the shepherd, lays down their weapons, and spends the next minute urging its allies to do the same.

ERULIAN

An erulian is a creature from beyond Earth that is composed primarily of energy but can take a physical form. In their natural state, erulians appear to be flickering flames of white, gold, or blue that float and flutter through the air. If desired, they can take a physical form that resembles a wrinkled, egglike shape with a single eye and a long tail; the tail is strong and prehensile. Some have compared an erulian to a floating brain with an eye and a sort of spinal column.

Erulians are normally passive. They become belligerent and violent only when their lairs (usually located in a ruin of the Ancients or in deep space) are intruded upon and their meditations disturbed. When agitated, they can still be reasoned with, but it is much more difficult.

Insubstantial Energy. While in their energy form, erulians are insubstantial, and matter passes right through them. However, for reasons of their own, they prefer to stay out of solid matter. If given the choice between floating through an open doorway or passing through a wall, they'll always go through the doorway. It's likely that they can't perceive anything while passing through matter.



"In this world where the Ancients manipulated and combined life and machines, the term 'creature' must certainly be extended to things such as automatons, ultraterrestrials, animate plants, and other still stranger things."
~Jarash, well-known naturalist

Optional Rule: Intelligence (Ancients Arcana), page 7

ERULIAN

Small aberration, neutral

Armor Class 14 (natural armor)

Hit Points 49 (14d6)

Speed 0 ft., fly 30 ft. (hover); fly 100 ft. (hover) in energy form

STR	DEX	CON	INT	WIS	CHA
5 (-3)	20 (+5)	10 (+0)	20 (+5)	16 (+3)	15 (+2)

Skills *Arcana* +7, *History* +7, *Perception* +5

Damage Resistances psychic

Condition Immunities blinded, charmed, deafened, frightened, poisoned

Senses darkvision 120 ft., passive *Perception* 15

Languages Common, telepathy 120 ft.

Challenge 2 (450 XP)

Incorporeal Movement. In its energy state, the erulian can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

ACTIONS

Tail (Physical Form Only). *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d6 + 5) slashing damage. The target is grappled (escape DC 15) if the erulian isn't already constricting a creature, and the target is restrained until this grapple ends. An erulian can instead wield a weapon with its tail instead of attacking directly.

Change Shape. The erulian changes from its energy form into a physical form or back again. Maintaining physical form takes effort, and if an erulian is killed or seriously hurt, it reverts to its energy state. Any equipment it is wearing or carrying is absorbed or borne by the new form (the erulian's choice).

The stats shown are for its physical form. In its energy state, the erulian cannot harm or interact with physical objects and is immune to anything that can't affect pure energy.

Amalgam Leadership. An erulian master is a fugue-state amalgam of six of the greatest of its kind. It is six times the normal size, has six times the intelligence and power, and has six eyes and six tails in its material form. A master is only ever encountered amid a group of regular erulians. An erulian master can be bribed with certain numenera items, but it's not interested in any other kind of interaction.

ERULIAN MASTER

Medium aberration, neutral

Armor Class 14 (natural armor)

Hit Points 99 (18d8 + 18)

Speed 0 ft., fly 30 ft. ft. (hover); fly 100 ft. (hover) in energy form

STR	DEX	CON	INT	WIS	CHA
9 (-1)	20 (+5)	12 (+1)	26 (+8)	20 (+5)	17 (+3)

Skills Arcana +11, History +11, Perception +8

Damage Immunities psychic

Condition Immunities blinded, charmed, deafened, frightened, poisoned

Senses darkvision 200 ft., passive Perception 18

Languages Common, telepathy 200 ft.

Challenge 6 (2,300 XP)

Incorporeal Movement. In its energy state, the erulian master can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

ACTIONS

Multiattack (physical form only). The erulian master can take six of the following actions on its turn, in any combination: confusion, mute senses, slow, tail attack.

Tail (physical form only). *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 12 (2d6 + 5) slashing damage. The target is grappled (escape DC 16) if the erulian master has a tail that isn't already constricting a creature, and the target is

restrained until this grapple ends. An erulian master can wield a weapon with one of its tails instead of attacking directly.

Change Shape. The erulian master magically changes from its energy form into a physical form or back again. Maintaining physical form takes effort, and if an erulian is killed or seriously hurt, it reverts to its energy state. Any equipment it is wearing or carrying is absorbed or borne by the new form (the erulian master's choice).

The stats shown are for its physical form. In its energy state, the erulian cannot harm or interact with physical objects and is immune to anything that can't affect pure energy.

Confusion. The erulian master overloads the senses of a creature within 200 feet; that creature suffers disadvantage for one round. The creature can resist with a DC 19 Wisdom saving throw.

Mute Senses. The erulian master shuts off the auditory and visual senses of a creature within 200 feet for one round, making them deafened and blinded. The creature can resist with a DC 19 Wisdom saving throw.

Slow. The erulian master psychically manipulates the perception of time of a creature within 200 feet for one round, making them believe they are moving very slowly; the creature moves at half speed, takes a -2 penalty to AC and Dexterity saving throws, can't use reactions, can only use an action or bonus action (not both) on their turn, and can't make more than one melee or ranged attack on their turn. The creature can resist with a DC 10 Wisdom saving throw.

According to one particularly erudite erulian, the world from which these creatures originally hail from is one with a fluctuating cycle of dangerous energies that forced them to adopt a changing physiology themselves. In their energy form, erulians learned to swim through the void between worlds and became the ultimate explorers. Eventually their species rejected such pursuits, and now they value only mediation and contemplation.

Of course, this directly contradicts similar details from other erulians, so it is possible that some of these creatures are liars or perhaps do not recall their species' distant past.

An erulian master might have a cypher, or even a relic. If it does, it is likely to use the device to the best of its ability.

ERYNTH GRASK

Originating in some other dimension, erynth grasks are horrific creatures of hunger and hatred. Wormlike, with four tentacles surrounding its toothy maw, an erynth grask has two long, spindly arms and six smaller arms. The long arms can hold and grasp objects, but the smaller ones cannot.

Incomprehensible

Intelligence. These creatures are incredibly intelligent but very alien. They have their own language and often mark their bodies with symbols that mean something only to them. They do not throw away their lives recklessly and usually retreat when a fight turns against them.

Powerful Psychokinesis.

Erynth grasks have a command over matter that grants them psychokinetic control of small objects, manipulating things with their many tiny hands as a musical conductor directs an orchestra. Their tentacles have a quality that is antithetical to life in the Material Plane, disrupting the nerves of a creature they touch.

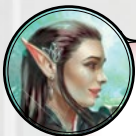


It has been postulated that there is only one erynth grask and the various encounters that have been documented are in fact just projections into our reality of that singular entity.

~The Ultraterrestrial Threat by Vibor Bondanth

ERYNTH GRASK*Medium aberration, neutral evil***Armor Class** 18 (natural armor)**Hit Points** 121 (22d8 + 22)**Speed** 30 ft., burrow 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	12 (+1)	12 (+1)	19 (+4)	17 (+3)	17 (+3)

Saving Throws Int +8, Wis +7, Cha +7**Skills** *Arcana* +8, Perception +7, Stealth +5**Damage Resistances** psychic**Damage Immunities** necrotic; bludgeoning, piercing, and slashing from nonmagical attacks**Condition Immunities** blinded, charmed**Senses** blindsight 10 ft., darkvision 120 ft., passive Perception 17**Languages** Erynth Grask**Challenge** 10 (5,900 XP)**Magic Resistance.** The erynth grask has advantage on saving throws against spells and other magical effects.**Magic Weapons.** The erynth grask's attacks are treated as if magical.**Telekinesis.** An erynth grask can mentally manipulate up to six objects within short range, for any of the following purposes: **Hurl Projectile.** The creature throws an object as a ranged attack.**Restrain.** The erynth grask grabs an object held or worn by an opponent, restraining them (dropping the item ends the restraint, but the erynth grask can choose a different item on its next turn).**Shield.** The erynth grask uses an object weighing up to 10 pounds as a shield to intercept attacks, adding +2 to its AC for each shield (maximum of two shields at a time).**ACTIONS****Multiattack.** The erynth grask takes up to six of the following actions on its turn: bite (once per round), tentacle attack (up to four per round), hurl projectile, shield (up to two at a time, from telekinesis), restrain (from telekinesis). The creature normally uses two shields and makes four attacks against its opponents as appropriate for the situation.**Bite.** *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 5 (1d4+3) piercing damage.**Tentacle.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 8 (2d6 + 1) piercing damage. If the target fails a DC 13 Constitution saving throw, they are stunned for 1 round.**Hurl Projectile.** *Ranged Weapon Attack:* +5 to hit, range 30/60 ft., one target. *Hit:* 11 (3d6 + 1) bludgeoning or piercing damage.

“Clearly it was about to retreat back into the earth; it was not expecting the two of us to put up such a fight. I’m impressed you were able to embed your throwing axe so deeply in its head.”

~Elmande, elf mage and scholar

“When you’re done digging through its brain for cyphers, I’ll be over here washing the slime off my weapons. You’re lucky it doesn’t smell bad to you.”

~Faim Trubeard, dwarf veteran and prospector



Optional Rule: Intelligence (Ancients Arcana), page 7

An erynth grask’s brain contains 1d6 liquid cyphers (which can be imbibed, injected, and so on).

EXIGEN

Among the bizarre dimensions is a class of planes called mirror dimensions. Mirror dimensions exist side by side with normal dimensions, but they are not parallel worlds. They are more akin to a parasitic fungus covering a tree. And within that parasitic layer roam alien creatures called exigens. They pluck creatures—who usually have no idea they are being stalked—out of the base plane.

Following from Near-Far. In practice, an exigen is out of phase while in its mirror dimension, and most of the time it is completely undetectable. It stalks potential targets by following them from the safety of its mirror dimension for a period of a few hours or days. Particularly observant targets may notice a few reflective shimmers in the air from time to time, but the significance of those shimmers isn't immediately clear—until an exigen reaches through with its long, reflective limbs and attempts to grab a target. (This is usually the only time an exigen is vulnerable.)

Strange Caretakers. Exigens don't eat the creatures they catch but instead set them loose in the mirror dimension, treating them like pets that can never break free. If communication can be established with an exigen, negotiation might convince it to return one of its pets to the Material Plane or to help those in a bad situation escape into the mirror dimension for safety.

Some exigens have a limited ability to control the mirror dimension, allowing them to turn gravity sideways, bend or collapse corridors, and so on. These abilities are only used against pets that persist in attacking the exigen within the mirror dimension.

EXIGEN

Large monstrosity, neutral

Armor Class 15 (natural armor)

Hit Points 94 (9d10 + 45)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	13 (+1)	20 (+5)	13 (+1)	13 (+1)	11 (+0)

Senses darkvision 60 ft., passive Perception 11

Languages Exigen

Challenge 5 (1,800 XP)

ACTIONS

Multiattack. The exigen makes four claw attacks.

Claw. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 18 (4d6 + 4) slashing damage. The target must succeed on a DC 15 Strength saving throw or be pulled through the shimmer and released into the mirror dimension. Once a target is pulled through, the exigen releases it and offers no further aggression unless attacked by the target. Otherwise, the target is free to act as it wishes, though it remains trapped in the mirror dimension until it either finds some way to escape or dies. Finding an exit from the mirror dimension back to the Material Plane is a DC 18 Intelligence (Arcana) check.



FLAW

A flaw is easily mistaken for a human at a distance, though perhaps one with a limp or an irregular gait. Close up, it's apparent they aren't human at all and have undergone some kind of accident or procedure that left them in a stitched-together state of mismatched skin, extra (or missing) limbs, missing (or extra) eyes or mouths, and a stretched, not-quite human face.

Confusing Behavior. Flaws speak in broken sentences, asking for help, attacking without obvious reason, or fleeing something that isn't apparent. Where they come from, what their purpose might be, and their ultimate fate isn't obvious, even when someone tries to track down such information. As intelligent creatures, they seem incomplete and perhaps insane. They might simply be so alien that humans can't effectively communicate with them. Flaws are not necessarily aggressive unless attacked. But they may undertake tasks that don't seem to make sense and that seem likely to endanger the characters or others.



Flaws can seemingly create objects by desire alone, but they might actually be drawing them from a phased space or an alternate dimension. In practice, there's little difference.

A flaw's reality alteration might lead to something unusual and unexpected, such as transforming the air around a character into solid amber for a minute, reversing gravity for its opponents, or temporarily draining all color out of the area.

A flaw may carry several cyphers.



Detonation, page 62

FLAW

Medium monstrosity, neutral

Armor Class 15 (natural armor)

Hit Points 82 (11d8 + 33)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	13 (+1)	16 (+3)	12 (+1)	13 (+1)	13 (+1)

Skills Deception +4, Perception +4

Damage Resistances necrotic, radiant; bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 60 ft., passive Perception 14

Languages Common

Challenge 6 (2,300 XP)

Limited Reality Alteration. The flaw subconsciously manipulates reality against its opponents in small ways, such as turning a stone floor into mud, filling the air with smoke, or making a weapon slippery. Any creature within 30 feet of

the flaw that attacks it gains disadvantage on their attack. As a bonus action, a flaw can draw a weapon from apparently nowhere. Typical weapons are a large maul, a device that fires energy, or a **detonation**. Reality returns to normal and conjured items vanish a few rounds after the flaw dies or leaves the area.

Magic Weapons. The flaw's attacks are treated as if magical.

ACTIONS

Multiattack. The flaw makes two melee weapon or ranged weapon attacks in any combination, or uses a detonation.

Maul. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 19 (5d6 + 2) bludgeoning damage.

Energy Weapon. *Ranged Weapon Attack:* +4 to hit, range 60/120 ft., one target. *Hit:* 18 (5d6 + 1) fire damage.

Fast Teleport. As a bonus action, the flaw teleports, along with any equipment it is wearing or carrying, up to 100 feet to an unoccupied space it can see.

FLESH PUP

“Did you see that woman down at the market? She kept stroking the boil on her neck like it was her pet. She even had a name for it. ‘Sweetum,’ she called it. If you bought any rations from her, I suggest you throw them out now.”
 ~Hawk, a traveling warrior

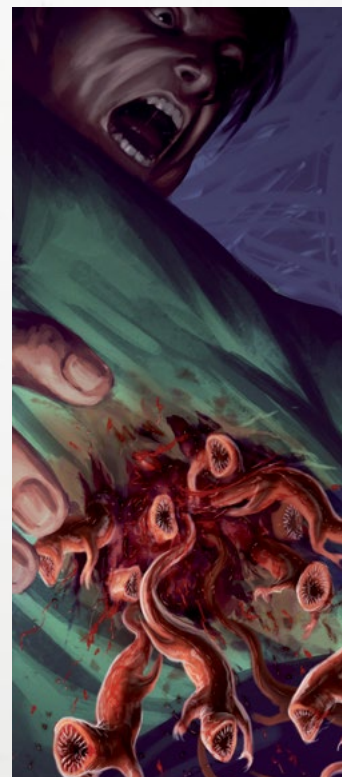
It's not uncommon for a slain enemy to begin twitching as its body is being searched, only for a group of flesh pups to hatch from it.

A flesh pup resembles a thumb-sized ferret covered in enzymatic slime, and it can dive right into another living creature and take up parasitic residence. Also called a “skin swimmer,” a flesh pup could go unnoticed by its new host until its presence is revealed as a fist-sized red swelling on the torso or side of the neck, tender to the touch.

A flesh pup prefers to wait until a potential host is sleeping or distracted before attacking. The perfect potential host is one that is bound or otherwise unable to defend itself.

Subtle Control. An infected host might take a liking to the swelling, their brain chemistry having been tweaked by secretions from the flesh pup. Even as the host begins to feel sick, they deny the symptoms and resist attempts to investigate the growing bulge. Eventually the host is drained of all nutrients and life and the swelling bursts to reveal a tiny litter of newborn pups.

Locational Feeders. A litter of up to eight flesh pups might be encountered in any location near where a previous host died. Public rooms or campsites are favorites.



FLESH PUP

Tiny ooze, unaligned

Armor Class 13 (natural armor)

Hit Points 5 (2d4)

Speed 10 ft.

STR	DEX	CON	INT	WIS	CHA
7 (-2)	15 (+2)	11 (+0)	1 (-5)	10 (+0)	2 (-4)

Skills Perception +2, Stealth +4

Damage Resistances bludgeoning, piercing, slashing

Condition Immunities charmed, frightened

Senses darkvision 30 ft., passive Perception 12

Languages —

Challenge 1/8 (25 XP)

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 1 (1) piercing damage. The bite includes a numbing enzymatic slime. If the flesh pup's target takes damage, they can make a DC 13 Wisdom (Perception) check to notice the

attack (and awaken, if sleeping). If they fail, the flesh pup's slime instantly and completely anesthetizes the wound site, and the pup enters the victim's body through the wound. The slime closes the wound site, stitching up the skin in moments and hardly leaving a scar.

Unless someone else saw the entry or the target was aware but couldn't prevent it, they unknowingly gestate the flesh pup, which gives birth to a knot of larvae that grows to its parent's size within a week. During the last 2 days of this gestation, the host is treated as if poisoned and the swelling site is noticeable. However reasonable the host is in all other matters, they refuse to let anyone look at or treat the swelling. Removing the flesh pup litter (and mother) before it hatches requires that the host be restrained or incapacitated. Someone must use a cutting instrument and be willing to deal 10 points of damage to the host while removing the parasites. If the flesh pups hatch and emerge from the host, the host must make a DC 10 Constitution saving throw. Failure means the host dies. Success means they are incapacitated for 1 hour.

FLYING ELCHIN

Standing waist-high to most humans, these fearless scavengers like their meat freshly killed, but they don't want to do the work. Able to smell fresh blood from miles away, elchin often roam great distances for a single meal. Although elchin have a complex communication system among themselves, they don't seem interested in interacting with other species. However, they can sometimes be tricked with fresh meat or things that smell like blood.

Although elchin aren't likely to hunt humanoids directly unless other prey is scarce, hungry elchin often hunt the kills of humanoids, showing up just as the fight ends, when the creatures are dead and the characters are at their most vulnerable.

Versatile Noises. Elchin are very vocal, producing sounds such as grunts, growls, snorts, whines, chatters, and near-human laughter. They can also manipulate their fronds to replicate and then amplify myriad noises, including thundering hoofbeats and a variety of whistles. A single elchin can sometimes emulate the arrival of a great pack of predators in an attempt to scare others away from fresh kills.



Elchin are captured and experimented on by a group of chiurgeons called the Eleven Haelans, who claim they can chemically alter the creature's sounds to heal broken bones and broken minds. Those who have been "healed" by the noise wear necklaces or other jewelry made from elchin teeth and fronds.

Occasionally a cypher or an oddity shows up in an elchin's stomach from a previous meal.

FLYING ELCHIN

Small beast, unaligned

Armor Class 16 (natural armor)

Hit Points 104 (16d6 + 48)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	12 (+1)	17 (+3)	3 (-4)	12 (+1)	6 (-2)

Skills Athletics +6, Perception +4

Senses passive Perception 14

Languages —

Challenge 6 (2,300 XP)

Standing Leap. The elchin's long jump is up to 50 feet and its high jump is up to 10 feet, with or without a running start.

ACTIONS

Multiattack. The flying elchin makes two bite attacks.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target.

Hit: 20 (5d6 + 3) piercing damage.

Deadly Leap (Recharge 5–6). If the elchin jumps at least 15 feet as part of its movement, it can then use this action to land on a target of Medium or smaller size, who must succeed on a DC 14 Strength or Dexterity saving throw (target's choice) or be knocked prone, grappled (escape DC 14), and take bite damage. On a successful save, the target takes only half the damage, isn't knocked prone or grappled, and is pushed 5 feet out of the elchin's space into an unoccupied space of the target's choice. If no unoccupied space is within range, the target instead falls prone in the elchin's space.

FUSER



Iron flesh, page 49

Skin of steel, page 109

A fuser's form usually contains two or three cyphers.

Some humanoids experiment with **iron flesh** (especially the **skin of steel**) and have some of their organic parts replaced with artificial components. Usually everything works as expected, and whether the components are beneath the skin or actually replace the skin, that creature gains many benefits from the change. But sometimes a living body rejects replacement parts or the parts malfunction. This has maladaptive effects on a subject's mind, eventually resulting in erratic behavior.

Body Modification. Fusers continually seek to modify themselves with parts until they resemble some sort of machine nightmare, with only a few original human parts visible amid the metal and synth. A fuser usually has some kind of weapon built into its modified body, which might be a mechanical sword or a ray-emitting relic.

Unpredictable. A fuser might seem rational one moment, then, with an audible click, become a murderous sociopath the next, which means they might attack with surprise. Fusers are insane, made so by their augmentations. Removing the augmentations is probably the only way to calm a fuser's mind, but no fuser would agree to that.

FUSER

Large monstrosity, chaotic evil

Armor Class 17 (natural armor)

Hit Points 126 (12d10 + 60)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
23 (+6)	15 (+2)	21 (+5)	12 (+1)	8 (-1)	12 (+1)

Skills Acrobatics +6, Athletics +10, Perception +2

Damage Resistances bludgeoning, piercing, slashing

Senses passive Perception 12

Languages Common

Challenge 9 (5,000 XP)

Machine Interface. A fuser has advantage on any check to identify or activate numenera that it is touching.

Self-Repair. Sometimes a fuser has the ability to self-repair, regaining 10 hit points at the start of its turn if it has at least 1 hit point.

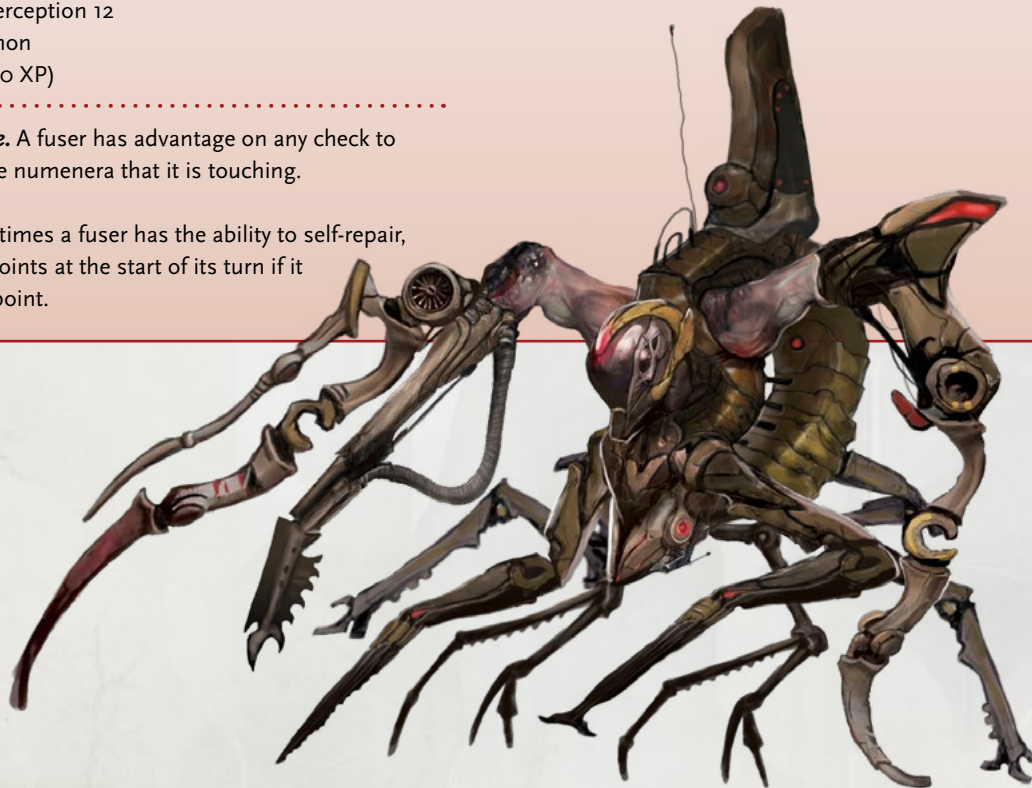
Standing Leap. The fuser's long jump is up to 100 feet and its high jump is up to 20 feet, with or without a running start.

ACTIONS

Multiattack. The fuser makes three melee or ranged attacks in any combination.

Machine Sword. *Melee Weapon Attack:* +10 to hit, reach 5 ft., one target. *Hit:* 23 (5d6 + 6) slashing damage.

Beam Emitter. *Ranged Weapon Attack:* +6 to hit, range 120 ft., one target. *Hit:* 23 (6d6 + 2) fire or lightning damage.



GAPHELIN

Weird rock formations are common encounters for explorers. Sometimes those rocks are even weirder than they first appear.

Gaphelin are pillar-shaped stone creatures that stand between nine and fifteen feet tall and are shot through with purple crystal. Standing alone or in small groups, they are usually discovered near locations that contain numenera, where people have used numenera to alter the environment, or where many cyphers are stored or have been recently used.

Stoic Observer. Gaphelin generally aren't aggressive unless attacked. The creatures speak telepathically but lack syntax and common references. They question basic assumptions but assume advanced knowledge in other areas.

Shy Traveler. No one has ever seen gaphelin appear or disappear. One day they're simply there, as if they had always been. A few minutes, hours, or days later, they're gone, disappearing in the span of an eyeblink.

A gaphelin might send one character a mental image of a strange, otherworldly location containing a huge crystalline machine. The intensity of the image is so overwhelming and inexplicable that the character might be stunned for one round if they fail a DC 14 Intelligence (Ancients Arcana) saving throw.

Optional Rule: Intelligence (Ancients Arcana), page 7

GAPHELIN

Large elemental, neutral

Armor Class 17 (natural armor)

Hit Points 168 (16d10 + 80)

Speed 0 ft.

STR	DEX	CON	INT	WIS	CHA
1 (-5)	1 (-5)	20 (+5)	14 (+2)	11 (+0)	8 (-1)

Skills *Arcana* +6, Perception +4

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical attacks not made with adamantite weapons

Senses blindsight 100 ft., passive Perception 14

Languages Common, telepathy 100 ft., understands Primordial but can't speak

Challenge 12 (8,400 XP)

Immobile Telekinetic. The gaphelin cannot move, but it can telekinetically manipulate objects within 60 feet that weigh less than 200 pounds. Moving these objects is as easy for it as a human moving objects within their reach (most uses of this ability are not an action). When moving objects, treat the gaphelin's Strength as 16 and Dexterity as 13.

Magic Resistance. The gaphelin has advantage on saving throws against spells and other magical effects.

ACTIONS

Multiattack. The gaphelin makes two telekinetic spear attacks or one telekinetic burst attack.

Telekinetic Spear. *Ranged Weapon Attack:* +6 to hit, range 100 ft., one target. *Hit:* 37 (10d6 + 2) psychic damage.

Telekinetic Burst. A gaphelin can manipulate the ground within 100 feet, causing strange interactions between matter and energy, creating a 10-foot-radius explosion with a variable effect. Each time it uses this ability, roll on the table to determine the effect on targets. The DC for all effects is 14.

d6 Result

1	Become trapped in a force bubble for 1 minute (Strength or Dexterity saving throw to avoid or escape it).
2	Transported to an alternate dimension if they fail a Wisdom saving throw.
3	Fall asleep for 1 minute if they fail a Wisdom saving throw.
4	Burst of shrapnel inflicts 35 (10d6) slashing damage, or half as much damage on a successful Dexterity saving throw.
5	Fused to the ground and restrained (Strength saving throw to break free).
6	One creature in the area turns into stone if they fail a Constitution saving throw. A petrified creature can try once each minute to return to normal.

Teleport (Recharges after a Short or Long Rest). A gaphelin can teleport itself up to 10 miles as an action.

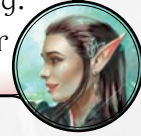


"I'm still not convinced this is a numenera creature. I've seen intelligent rock creatures before, with and without magic."

~Faim Trubeard, dwarf veteran and prospector

"Trust me, friend, this crystal colony is threaded with synth hairs and metal wires. It is kin to stone elementals, to be sure, but it is part of the numenera, perhaps from another world entirely."

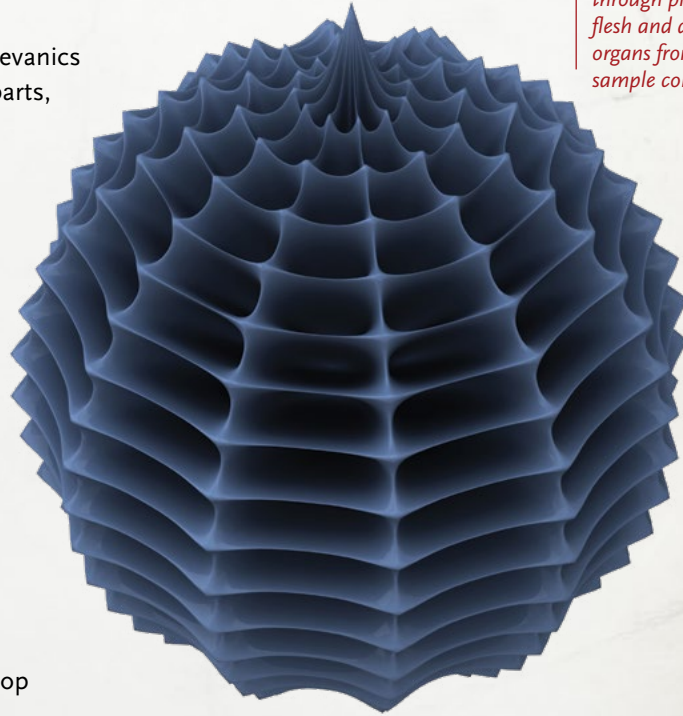
~Elmande, elf mage and scholar



GEVANIC

A pulsing, bluish synth sphere about fifteen feet in diameter, a gevanic's surface constantly ripples and deforms. It is an automaton found in drifting ruins lost in the night or ancient structures dotted here and there across the continent. Sometimes strange singing can be heard faintly near a gevanic, music that seems coordinated with the pulsing of its surface. Those who hear the singing later suffer from odd and unsettling dreams.

Rudely Curious. Inveterate samplers, gevanics constantly seek small devices, machine parts, portions of other automatons, and even nips of living creatures, which they seal away within one of the many swirling metallic spheres making up the entity. Gevanics are weird and dangerous foes encountered in space or in ancient ruins. They never grow tired of sampling, so when a creature moves its terrain, a gevanic will quickly move through it, ejecting previously sampled bits in favor of fresh material. Creatures who allow a gevanic to sample their flesh and their items have nothing to worry about, but those who resist are attacked. Otherwise, a gevanic doesn't seem to have any use for negotiation. If targets stop resisting, a gevanic may stop trying to subdue them.



A destroyed gevanic leaves behind a clutch of small metallic spheres in which valuables can be found, including 1d20 oddities, 1d6 cyphers, and a few relics, though this also entails looking through pieces of rotting flesh and dissected organs from other sample containers.

GEVANIC

Huge construct, neutral

Armor Class 17 (natural armor)

Hit Points 138 (12d12 + 60)

Speed 0 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
22 (+6)	9 (-1)	20 (+5)	13 (+1)	13 (+1)	11 (+0)

Skills Animal Handling +5, Medicine +5, Perception +5

Damage Resistances slashing

Damage Immunities necrotic, poison

Condition Immunities charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned, prone

Senses darkvision 120 ft., passive Perception 15

Languages —

Challenge 10 (5,900 XP)

ACTIONS

Multiattack. A gevanic's initial attack uses its sampling attempt ability. If the target resists, it follows up with three flail sphere attacks and on later rounds uses four flail sphere attacks.

Flail Sphere. *Melee Weapon Attack:* +10 to hit, reach 10 ft., one target. *Hit:* 13 (2d6 + 6) piercing damage. The target must succeed on a DC 17 Constitution saving throw or be stunned for one round.

Sampling Attempt. The gevanic attempts to sample tissue from a living target. This works like the flail sphere attack but only inflicts 2 (1d4) points of damage and doesn't stun the target. If the target resists, the gevanic becomes aggressive and uses all of its attacks.

GOLDEN CACHINNATE

Vividly yellow, a golden cachinnate is about the size of a human, but it's obviously something far more dangerous. Its wide mouth always yawns in a predator's grin. Its bulbous eyes see everything. And the golden hue of its skin is so odiferous that it seems to steam with acidic malice. In this case, looks do not deceive. Golden cachinnates secrete toxins both internally and externally through their skin, where they pollute the air. Its touch is death, but so is its breath and the toothlike darts it spits from its mouth. Even those who spend too much time near one are in peril.

Some humanoids have an adverse reaction to cachinnate poison and begin laughing uncontrollably while the poison is active, incapacitating them.

Laughing Beast. Golden cachinnates have recognizable vocalizations that sound eerily like laughter. Despite the apparent malice of this behavior, they're not intelligent creatures—merely clever predators. The origin of this ability to laugh is unknown: Was it bred into them? Was their biological makeup altered in some way? Or is it just a coincidence that their vocalizations sound like laughter? The constant cackling is maddening, but it can distract a victim from noticing that they are dying.

GOLDEN CACHINNATE

Medium beast, unaligned

Armor Class 15 (natural armor)

Hit Points 110 (17d8 + 34)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	15 (+2)	14 (+2)	3 (-4)	13 (+1)	6 (-2)

Skills Athletics +6, Perception +4

Senses passive Perception 14

Languages Common

Challenge 6 (2,300 XP)

Poison Aura. At the start of each of the cachinnate's turns, each creature within 5 feet of it takes 3 (1d6) poison damage. A creature that touches the cachinnate or hits it with a melee attack while within 5 feet of it takes 3 (1d6) poison damage.

Standing Leap. The golden cachinnate's long jump is up to 30 feet and its high jump is up to 15 feet, with or without a running start.

ACTIONS

Multiattack. The golden cachinnate makes three attacks: one with its bite and two with its claws. Alternately, it makes three poisoned dart attacks.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (3d6 + 3) piercing damage. The target must succeed on a DC 13 Constitution saving throw or take 7 (2d6) poison damage and become poisoned for 1 minute, taking an additional 3 (1d6) poison damage each round until the poison ends. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Claw. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (3d6 + 3) slashing damage. The target must succeed on a DC 13 Constitution saving throw or take 7 (2d6) poison damage and become poisoned for 1 minute, taking an additional 3 (1d6) poison damage each round until the poison ends. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

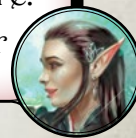
Poisoned Dart. *Ranged Weapon Attack:* +5 to hit, range 50/100 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage. The target must succeed on a DC 13 Constitution saving throw or take 7 (2d6) poison damage and become poisoned for 1 minute, taking an additional 3 (1d6) poison damage each round until the poison ends. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.



“That was a demon. A numenera demon. Horns, fangs, poison, creepy laugh—that’s straight out of the demon handbook.”
~Faim Trubeard, dwarf veteran and prospector

“It’s just a beast that *looks* like a demon. It is no more supernatural than a bear or a snake. But a dangerous creature, to be sure.”

~Elmande, elf mage and scholar



GRUSH

Grush are rugged, muscular humanoids with chalk-white skin featuring patches of pink or violet. They are incredibly hard to kill—severing an arm or even the head of a creature is not a guaranteed killing blow, and many grush that have suffered such a wound have been known to stand up hours later, quite alive.

Despite their hardness, grush fear pain and can be intimidated by brute force or dramatic shows of power. They can also be motivated by offers of food or a chance to rest, and they are notoriously easy to fool. They speak the local prominent language, but not very well.

Useful Brutes. Grush are often the soldier-slaves of influential nobles who consider these creatures to be powerful but poorly disciplined and quite expendable. They are lazy, slow, and clumsy, but they make for an intimidating force. Grush fill the “stupid brute” role well. They can be found in areas where one wouldn’t normally expect to find a savage humanoid, such as guarding a noble’s manor or carrying her palanquin.

Many Variations. Grush are variform creatures, and no two are born alike. Tall and thin, squat and broad, one eye or two (or three)—the variations are limitless and prominent.

A grush might carry a big weapon or a hunk of food, but that's it.

GRUSH

Medium humanoid (grush), neutral evil

Armor Class 15 (natural armor)

Hit Points 75 (10d8 + 30)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	8 (-1)	16 (+3)	6 (-2)	11 (+0)	8 (-1)

Saving Throws Str +6, Con +5

Skills Athletics +6, Perception +2

Damage Resistances acid, cold, fire, lightning, necrotic

Condition Immunities poisoned, stunned

Senses passive Perception 12

Languages Common

Challenge 4 (1,100 XP)

Disease Immunity. Grush are immune to diseases.

Regeneration. The grush regains 10 hit points at the start of its turn if it has at least 1 hit point. The grush dies only if it is dismembered.

ACTIONS

Multiattack. The grush makes two slam attacks or one greatclub attack.

Slam. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) bludgeoning damage.

Greatclub. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 20 (4d6 + 6) bludgeoning damage.



HEELDRAN

Heeldra are an amphibious, aquatic humanoid race that builds dens out of hardened self-secreted mucus. Heeldra communities are usually in out-of-the-way places but are still close to other humanoid dwellings. They like to attack with surprise, rising from the water (even apparently shallow pools or runoff) in an attempt to catch their target unawares. In the face of stiff resistance, they flee back to the water (or, if in the water, onto dry land).

Anthropovore. Heeldra will eat most anything, but they prefer humanoid (especially human) meat. Heeldra consider humans to be the finest cuisine available, and they will go to great lengths to secure fresh flesh for their next meal. Heeldra communities near humanoid settlements frequently make secret raids so they can steal away children, the elderly, and those otherwise too weak to defend themselves.

Slime Speech. Heeldra don't speak; they communicate with each other via mucus discharge. This not only disgusts other creatures but also can physically impair those close enough to smell it (or come in contact with diffusing mucus, if underwater). It's basically impossible for other speech-using creatures to communicate in the heeldra way, but heeldra seem to understand at least a bit of human language and can convey information through gestures or drawings in the sand.

Aside from weapons, each heeldra carries a mass of collected valuables in a hardened mucus pocket. Items include strangely shaped fish bones, broken pieces of ancient devices, and perhaps a cypher or an oddity.



HEELDRAN

Medium humanoid (heeldran), neutral evil

Armor Class 13 (natural armor)

Hit Points 11 (2d8 + 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	13 (+1)	12 (+1)	9 (-1)	13 (+1)	9 (-1)

Skills Perception +3, Stealth +3

Damage Immunities poison

Condition Immunities poisoned

Senses darkvision 120 ft., passive Perception 13

Languages Heeldran, understands Common but can't speak

Challenge 1/4 (50 XP)

Amphibious. The heeldra can breathe air and water. A heeldra's mucus protects its skin from dehydration, allowing it to remain out of water for up to 24 hours, after which it will need to reimmerse itself.

Mucus. A heeldra constantly discharges mucus through its skin, providing an asset to any swimming task. The mucus has an adverse effect on other species, acting like an acid, poison, and psychedelic. At the start of each of a heeldra's turns, each creature within 5 feet of it takes 3 (1d6) damage split equally between acid, poison, and psychic damage. A creature that touches the heeldra or hits it with a melee attack while within 5 feet of it takes this damage as well.

ACTIONS

Spear. *Melee or Ranged Weapon Attack:* +3 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d6 + 1) piercing damage.

HOLLOW GLAIVE

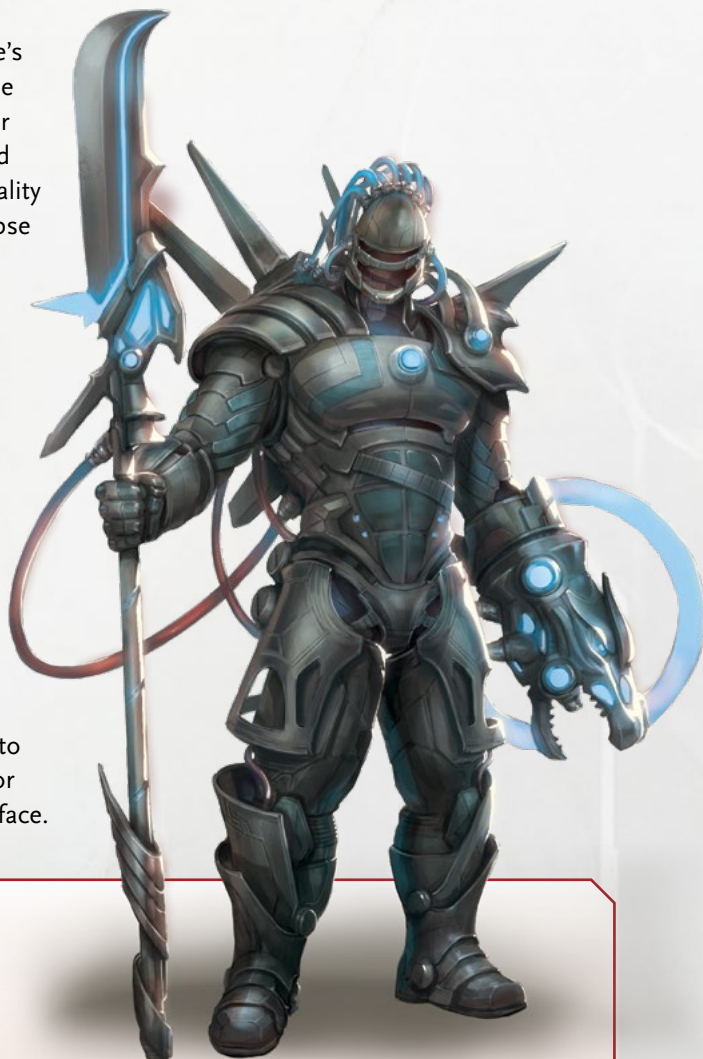
Hollow glaives often move among regular people, but most of the time no one realizes. They appear as humans in full, strange, machine-covered suits of armor.

A Memory in Armor. A hollow glaive's armor is studded with machines of the Ancients, and here its source of power lies. While a hollow glaive does indeed bear the semblance of a person, in reality it is a true husk—the reanimated corpse of whomever once wore the armor. This mummy of sorts still carries the ghosts of its former person; it may attempt to accomplish a hazy, long-lost goal or to communicate as it once did, though nonverbally and without revealing its face. A hollow glaive is but an imperfect imprint of the mind its body once carried.

Messages from the Dead. Most hollow glaives can't speak, though the Ancients' devices that animate their form have limited ability to reason and interact. A few hollow glaives have enough initiative to communicate by using hand signals or writing in the dirt or on a suitable surface.

When defeated, the armor shell falls apart, revealing a long-dead corpse.

Characters could try to salvage a defeated hollow glaive's weapons and/or armor. If a character successfully salvages and wields the armor, they must avoid critical injury—or become a hollow glaive themselves.



HOLLOW GLAIVE

Medium construct, unaligned

Armor Class 18 (plate)
Hit Points 88 (16d8 + 16)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	12 (+1)	9 (-1)	14 (+2)	11 (+0)

Damage Immunities poison
Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned
Senses blindsight 60 ft., passive Perception 12
Languages varies
Challenge 4 (1,100 XP)

Hollow Fortitude. If damage reduces the hollow glaive to 0 hit points, it must make a Constitution saving throw with a DC of 5 + the damage taken, unless the damage is radiant or from a critical hit. On a success, the hollow glaive drops to 1 hit point instead.

ACTIONS

Multiattack. The hollow glaive makes two attacks: one with its freezing gauntlet and one with its shock glaive.

Freezing Gauntlet. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 12 (2d8 + 3) piercing damage plus 7 (2d6) cold damage.

Shock Glaive. *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 17 (4d6 + 3) slashing damage. The target must also succeed on a DC 11 Constitution saving throw or be paralyzed for 1 minute (a lightning effect). The target repeats the saving throw at the end of each of its turns, ending the effect on itself on a success.

HONTRI

The hontri is a massive bird of prey that has been modified by nanomachines to become a true winged nightmare. These avians, with their white-and-black plumage, are known to and feared by the people living in their hunting grounds, who sometimes call them “winged devils” or “twilight slayers.”

Upgraded Flesh. Hontri have nanomachines in their bodies that make them more dangerous than a typical creature of their size. Like most creatures altered by the Ancients, these nanomachines self-replicate and are inherited by the hontri’s offspring. The machines repair injuries, allow them to communicate over long distances, and store dangerous energy. Despite these augmentations, hontris are animals and act as such.

Hontri have been known to grapple and carry off live prey, flying high into the sky. Perhaps the hontri intends to drop these kidnapped creatures or use them as food for young hatchlings back at their nest.

HONTRI

Huge monstrosity, unaligned

Armor Class 15 (natural armor)

Hit Points 114 (12d12 + 36)

Speed 30 ft., fly 120 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
22 (+6)	10 (+0)	17 (+3)	3 (-4)	10 (+0)	9 (-1)

Skills Perception +3

Senses darkvision 120 ft., passive Perception 13

Languages —

Challenge 6 (2,300 XP)

Dive Attack. If the hontri is flying and dives at least 30 feet straight toward a target and then hits it with a melee weapon attack, the attack deals an extra 10 (3d6) damage to the target.

Keen Sight. The hontri has advantage on Wisdom (Perception) checks that rely on sight.

Regeneration. The hontri regains 10 hit points at the start of its turn if it has at least 1 hit point.

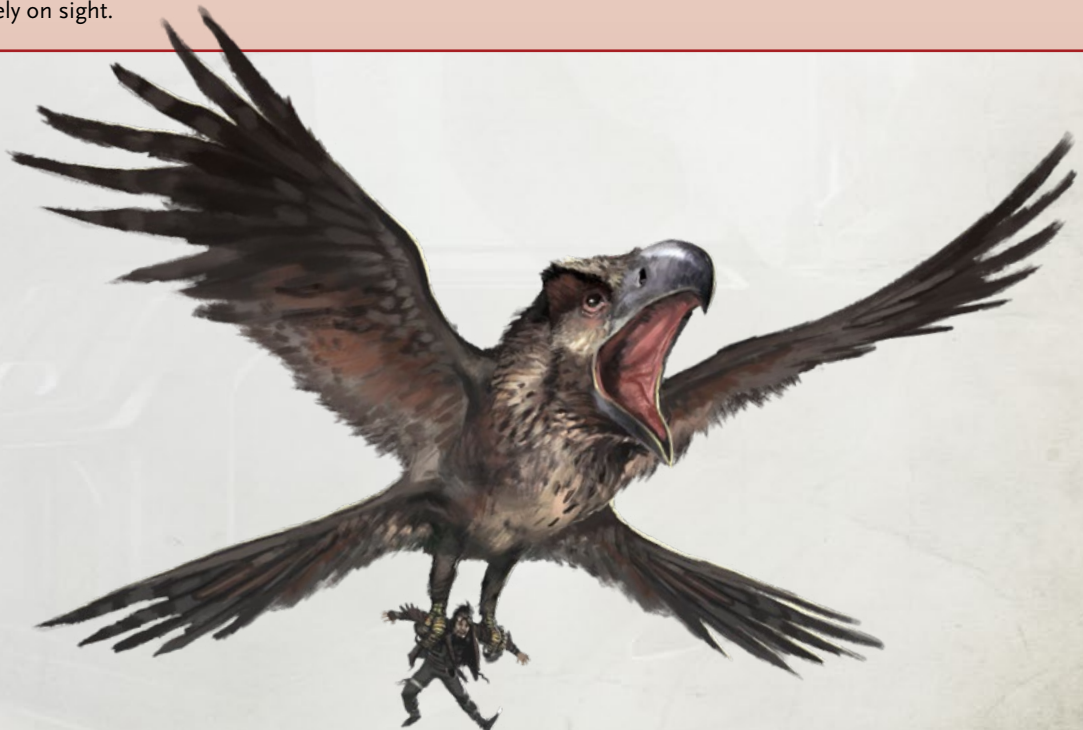
ACTIONS

Multiattack. The hontri makes one beak attack and two talon attacks.

Beak. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 20 (4d6 + 6) piercing damage.

Talons. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 13 (2d6 + 6) slashing damage and the target is grappled (escape DC 14). Until this grapple ends, the target is restrained and the hontri can’t use its talons on another target.

Lightning Charge (Recharges after a Short or Long Rest). The microscopic machines laced in a hontri’s flesh allow it to build up a powerful electrical charge, dealing an additional 7 (2d6) lightning damage with a successful beak or talon attack.



IANI

The iani are evolved mechanisms with both mechanical and biological aspects. They appear as a quadrupedal combination of living creature and sleek automaton that is slightly larger than a human. They have the ability to absorb and assimilate mechanical devices into their bodies. After dwelling motionless in dark caverns for millennia, the iani have begun venturing out onto the surface.

Seeking the Legacy. They are looking for specific devices they call “the Legacy,” though no one but the iani understands what that means. Sometimes the iani steal objects of the numenera they encounter, hoping those objects turn out to be part of the Legacy. Iani do not grow personally attached to absorbed non-Legacy devices, and they return such objects if the characters open lines of communication and offer something in return. But their outlook is almost incomprehensible to humans, and communication is difficult, as they speak no human languages. Their tongue is more of a machine language, composed of tones of various pitches and lengths. They are extraordinarily intelligent, however, able to interpret much from gestures and to quickly learn, absorb, and utilize the basics of a written language.

Strangers in the World. Iani have been cut off from the world for ages, and they are as curious and confused about magic as humans, elves, and dwarves are about numenera. If characters somehow achieve a good relationship with an iani, it might ask for help, and the characters could provide useful guidance as the creature ventures out into a world that is utterly alien to it.

An iani's corpse contains a couple of cyphers and possibly a relic.



Cyphers, page 40

Relics, page 45

IANI

Medium monstrosity, neutral

Armor Class 17 (natural armor)

Hit Points 104 (16d8 + 32)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	15 (+2)	11 (+0)	13 (+1)	13 (+1)

Skills Acrobatics +5, Athletics +6, Perception +4

Senses darkvision 60 ft., passive Perception 14

Languages iani

Challenge 5 (1,800 XP)

ACTIONS

Multiattack. The iani makes two claw attacks or uses Absorb Device.

Claw. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 17 (4d6 + 3) slashing damage.

Absorb Device (Recharge 5–6). The iani attempts to absorb a numenera device, such as a **cypher** or a **relic**. The target bearing the device can resist with a DC 14 Strength or Dexterity saving throw. Once the iani has absorbed a device, it can use it as if the device were a natural part of it. If the device is a cypher, this consumes the cypher. If the device is a relic, it has its normal depletion chance. If the iani spends 10 minutes concentrating, it can transfer the abilities of the absorbed device to all iani within 3 miles. The iani can reject a previously absorbed device and spew it out, good as new (assuming it hasn't been consumed or depleted).





ICE WEAVER

Ice weavers absorb heat and excrete ice. About ten feet long, these low-slung predators are clad in frost scales, complete with many transparent spikes and barbs. Condensation vapor often swirls from their super-cold bodies, and they race along the ground by producing a layer of ice along which they can slide.

Temporary Ice Castles. Delicate, latticelike ice structures created by ice weavers are often mistaken as some kind of manifestation of the Ancients. But these structures usually last only a few days or months before cracking, breaking, and melting away.

When a pack of ice weavers moves into a new area, it first constructs a redoubt of woven ice. When explorers or residents of isolated communities find such “ice castles,” they should beware—ice weavers are near. Luckily the creatures never stay in one area long.

An Ancients ruin appears without warning. When investigated, no ruin is found, but a small village nearby is vacated and empty. The only clue about what happened is a muddy trail leading north.

ICE WEAVER

Large monstrosity, unaligned

Armor Class 14 (natural armor)

Hit Points 39 (6d10 + 6)

Speed 60 ft. (Ice Lane)

STR	DEX	CON	INT	WIS	CHA
16 (+3)	11 (+0)	13 (+1)	3 (-4)	13 (+1)	9 (-1)

Damage Immunities cold

Senses darkvision 60 ft., tremorsense 60 ft., passive

Perception 11

Languages —

Challenge 2 (450 XP)

Ice Lane. Ice weavers quickly race on almost instantaneously woven narrow lanes of ice, allowing them to move up to 60 feet along a newly created frozen path every round. During any round the ice weaver uses Ice Lane, it can bite as a bonus action.

Each 10-foot section has AC 13 and 10 hit points. Often a newly created ice lane path is 10 feet above the ground, close enough for an ice weaver to bite but too far for average prey to attack back unless they use a Ready action to react just as the weaver bites.

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target.

Hit: 10 (2d6 + 3) piercing damage plus 3 (1d6) cold damage.

If the target is a Medium or smaller creature, it is grappled (escape DC 13). While grappled, the ice weaver can carry its victim along with it on a freshly created ice lane, separating its victim from allies (if any). Until this grapple ends, the weaver can bite only the grappled creature and has advantage on attack rolls to do so.

Drain Heat (Recharge 6). The ice weaver sucks all heat from the air in a line that is 30 feet long and 5 feet wide. Each creature in that line must make a DC 13 Dexterity saving throw, taking 10 (3d6) cold damage on a failed save, or half as much damage on a successful one. The ice weaver can't use this ability and move on the same turn.

IGOTHUS

Igothus are pale, reptilian, desert-dwelling humanoids with sharp teeth and claws. The desert is a harsh place, and igothus have adapted for its harshness. They can go long periods without food or water. When they do find prey, however, they fall upon it with reckless and savage abandon. They don't just kill to eat—they enjoy it. Igothus eat anything organic. They generally do not kill each other, but they eat their dead if given the opportunity.

Igothus do not have their own language, typically speaking just enough of the region's predominant language to communicate basic concepts to each other: "Look, meat!" "Many foes."

Brutal Culture. Igothus are vicious sadists and awful murderers. Pain, cruelty, and hunger are all they understand. They never use weapons or armor, and they prefer swarm tactics. Igothus seem to be utterly fearless and fight with a savage bloodlust to their dying breath. As a group, they have no hierarchy and keep no semblance of order. They are more akin to a swarm of insects than a band of humans or even a pack of hounds.



IGOTHUS

Medium humanoid (igothus), chaotic evil

Armor Class 14 (natural armor)

Hit Points 45 (7d8 + 14)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	14 (+2)	15 (+2)	7 (-2)	11 (+0)	7 (-2)

Saving Throws Con +4

Skills Athletics +4, Perception +2, Survival +2

Damage Resistances fire

Senses darkvision 30 ft., passive Perception 12

Languages Common

Challenge 3 (700 XP)

Death Strike. When the igothus dies, it makes one last melee attack against a target within range.

Pack Tactics. The igothus has advantage on attack rolls against a creature if at least one of the igothus's allies is within 5 feet of the creature and the ally isn't incapacitated.

ACTIONS

Multiattack. The igothus makes three attacks: one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage.

Claws. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) slashing damage.

Stronger humanoid tribes have been known to put igothus in cages on wagons, loosing them upon enemies when the time is right.

A pack of igothus is like a swarm of ants, capable of wearing down much larger prey and consuming it alive. Desert travelers sometimes find corpses of large creatures recently stripped to the bone and surrounded by bloodstained sand.

IMORPHIN GONOPH

A mass of glowing, nested spheres that trail coiling tendrils, an imorphin gonoph is a living creature about the size of a human. These floating entities are sometimes mistaken for bits of architecture broken off from a ruin of the Ancients, since they might not stir for days at a time. In fact, they've been known to serve as lamps in human villages where the residents were unaware of the creatures' true nature. That nature is occasionally revealed when the spheres expand to reveal a variety of cavities, some of which are empty and some of which contain blinking eyes.

Sneaky Thieves. A gonoph uses its tendrils to pilfer valuables from lone travelers or small groups moving about at night. Valuables, from the perspective of an imorphin gonoph, include clothing, hats, packs, or really any artificial item (including weapons, **cyphers**, and **relics**). The creature stuffs each stolen item into a gaping cavity, then closes it. Most stolen objects are never seen again.

Avoid or Pacify. Imorphin gonophs don't move quickly, so anyone who wants to break off combat with one can usually do so by moving out of range. An imorphin gonoph rarely pursues. Normally it attacks only if attacked first (usually by a victim who doesn't appreciate having their equipment stolen). Meaningful interaction with an imorphin gonoph continues to elude anyone who tries it. But sometimes one of these creatures will accept a gift and end a conflict.

A defeated imorphin gonoph sometimes disgorges recently pilfered items, which can include random pieces of clothing, weapons, and possibly a cypher.



Cyphers, page 40

Relics, page 45

IMORPHIN GONOPH

Medium monstrosity, chaotic neutral

Armor Class 16 (natural armor)

Hit Points 110 (20d8 + 20)

Speed 0 ft., fly 15 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
12 (+1)	15 (+2)	12 (+1)	8 (-1)	14 (+2)	8 (-1)

Saving Throws Dex +5

Skills Perception +5, Sleight of Hand +5, Stealth +5

Damage Immunities thunder

Senses darkvision 60 ft., passive Perception 15

Languages —

Challenge 6 (2,300 XP)

ACTIONS

Multiattack. The imorphin gonoph makes three tendril attacks and uses sonic emission once, if it can.

Tendril. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 9 (2d6 + 2) piercing damage.

Sonic Emission (Recharge 5–6). A gonoph can reveal a cavity resembling a large mouth that emits one of three piercing sonic effects:

Sonic Barrage. Creatures within 10 feet must make a DC 12 Constitution saving throw, taking 7 (2d6) thunder damage on a failed save, or half as much damage on a successful one.

Sonic Ray. *Ranged Weapon Attack:* +5 to hit, range 60 ft., one target. *Hit:* 9 (2d6 + 2) thunder damage.

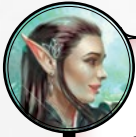
Deafening Reverberation. Creatures within 60 feet must make a DC 12 Constitution saving throw or be deafened. Deafened targets can try a new save each round to end the effect.

IXOBRYCHID

Ixobrychids are sometimes found frozen in strange glaciers or in structures circling high overhead, immobile and insensate for years uncounted. When still immobile, they resemble six-foot-tall wrinkled seedpods that are green and black. But if they are carved free of the entrapping ice or the ice is melted away, they unfold to reveal awful fractal limbs, wings, tendrils, and teeth—a sight so horrific it can break the minds of those unprepared for such impossibilities.

Maddening Mind. For the most part, their long hibernation has driven ixobrychids who regain mobility into what seems like insanity. They lash out at other creatures in rage. When left undisturbed, they attempt to build ever more complex devices with no clear purpose. An ixobrychid is too insane (or alien) to communicate with humans, but if telepathic contact succeeds, mind-wrenching vistas are revealed, vistas that make no sense but that the ixobrychid seems happy to share as long as contact is maintained. Such contact is normally damaging to humans and similar minds.





“These things must be native to another dimension—perhaps a stranger, older dimension, where the natural laws are bent or broken completely. Try to look at its limbs; your eyes get lost in the repeating shapes.”

~Elmande, elf mage and scholar

“I’ve got a theory: You know those magic bags that can hold hundreds of pounds? And the cursed bags that eat what’s put inside of them? This is the thing that lives in the bag.”

~Faim Trubeard, dwarf veteran and prospector



An ixobrychid accumulates several cyphers and oddities, and a few relics, in its pocket dimension. Accessing that transdimensional space requires an ixobrychid corpse and a successful DC 16 Intelligence (Arcana) check.

Optional Rule: Intelligence (Ancients Arcana), page 7

IXOBRYCHID

Large aberration, chaotic evil

Armor Class 18 (natural armor)

Hit Points 147 (14d10 + 70)

Speed 15 ft., fly 100 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
18 (+4)	17 (+3)	20 (+5)	19 (+4)	12 (+1)	13 (+1)

Saving Throws Int +9, Wis +6, Cha +6

Skills Arcana +9, Perception +6

Damage Immunities cold, psychic; bludgeoning, piercing, and slashing from nonmagical attacks

Condition Immunities charmed, frightened

Senses blindsight 60 ft., darkvision 120 ft., truesight 30 ft., passive Perception 16

Languages —

Challenge 13 (10,000 XP)

Magic Weapons. The ixobrychid’s weapon attacks are treated as if magical.

Magic Resistance. The ixobrychid has advantage on saving throws against spells and other magical effects.

ACTIONS

Multiattack. The ixobrychid makes four slam attacks.

Slam. Melee Weapon Attack: +9 to hit, reach 5 ft., one target. **Hit:** 18 (4d6 + 4) bludgeoning damage. The target must succeed on a DC 14 Intelligence saving throw or be stunned for one round. If the ixobrychid hits with two or more slam attacks in the same round, the target is grappled (escape DC 14), the ixobrychid completely covers its opponent with multiple limbs, and it uses its dimensional shunt ability as soon as possible.

Dimensional Shunt (Recharge 5–6). If the ixobrychid grapples a target for three or more rounds, the target must succeed on a DC 14 Wisdom saving throw each round to resist being shunted to a pocket dimension, where the ixobrychid collects things of all sorts (many of which defy description). After transporting its victim, the creature unfolds again to reveal that its trapped target has vanished.

Frightful Presence. When an ixobrychid first unfolds from its resting shape, all creatures within 60 feet of the ixobrychid and aware of it must succeed on a DC 14 Wisdom saving throw or become frightened for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature’s saving throw is successful or the effect ends for it, the creature is immune to the ixobrychid’s frightful presence for the next 24 hours.

JREET

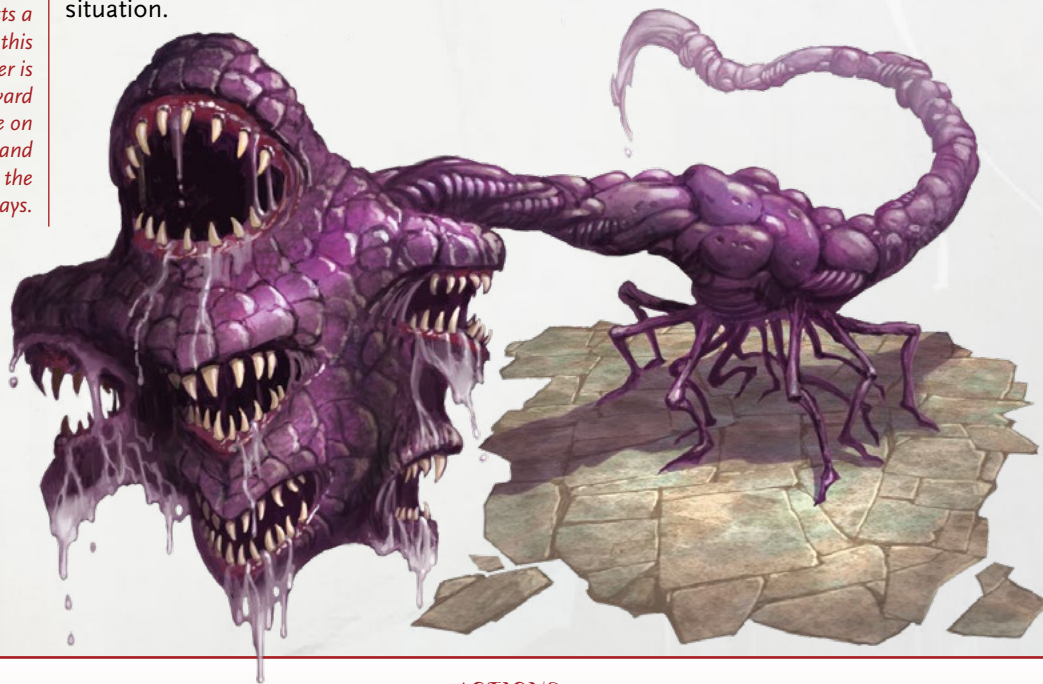
A jreet pack's burrow contains bones and sometimes equipment from previous prey that could include a few cyphers and oddities.

Some characters have an allergic reaction to jreet poison, sending them into a hallucinogenic trance that lasts a few hours. During this period, the character is poisoned, but afterward they have advantage on Intelligence checks and saving throws for the next couple of days.

Jreets have grotesque, elongated bodies. The forward-canted protuberance that is a jreet's head is given over to a series of separate mouths. Counterbalancing the head is a thick, elongated tail tipped with a stinger. A nest of wiry limbs allows a jreet to run, climb, and burrow.

Social Hunters. Jreets are clever, predatory animals with highly developed social bonds that keep pack members close and cooperative. Many jreets sport scarification stripes and crude symbols, which may denote rank or something else within a given pack.

Vocal Predator. Jreets are vicious, pack-hunting predators that coordinate their hunts with sound. The distinctive call of a jreet—which is how the creature got its name—sounds almost comical, with its plaintive, questioning tone. But when a chorus of answering calls rises up around the listener, the comical quality rapidly gives way to the seriousness of the situation.



JREET

Medium beast, unaligned

Armor Class 13 (natural armor)

Hit Points 44 (8d8 + 8)

Speed 60 ft., burrow 10 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	14 (+2)	12 (+1)	2 (-4)	13 (+1)	5 (-3)

Skills Perception +3, Stealth +4

Senses passive Perception 13

Languages —

Challenge 2 (450 XP)

Trampling Charge. If the jreet moves at least 20 feet straight toward a creature and then hits it with a bite attack on the same turn, that target must succeed on a DC 11 Strength saving throw or be knocked prone.

ACTIONS

Multiattack. The jreet makes two attacks: one with its bite and one with its sting.

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage. If the target is a Medium or smaller creature, it is grappled (escape DC 11). Until this grapple ends, the target is restrained and the jreet can't grapple another target.

Sting. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 9 (2d6 + 2) piercing damage and the target must succeed on a DC 11 Constitution saving throw or take 7 (2d6) poison damage and become poisoned for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

JYBRIL

The jybril is a sea predator that routinely reaches sixteen feet in length. Its flesh is infused with nanomachines that give it a truly unfair advantage over its prey. These sharklike creatures, with their massive mouths and complex eyes, are feared by land dwellers who go out to sea and by intelligent creatures of the deep, who sometimes call them “jawtails.”

Voracious Eater. Jybrils eat anything, including humans, slimes, other predators of the deep, automatons, and other jybrils. Thanks to the nanomachines that infest jybril flesh, these creatures can digest anything and everything.

An unusually clever jybril might grab a character and then use swimming charge to drag its prey hundreds of feet away from the rest of the group.

JYBRIL

Huge monstrosity, unaligned

Armor Class 15 (natural armor)

Hit Points 115 (10d12 + 50)

Speed 0 ft., swim 60 ft.

STR	DEX	CON	INT	WIS	CHA
23 (+6)	11 (+0)	21 (+5)	3 (-4)	10 (+0)	5 (-3)

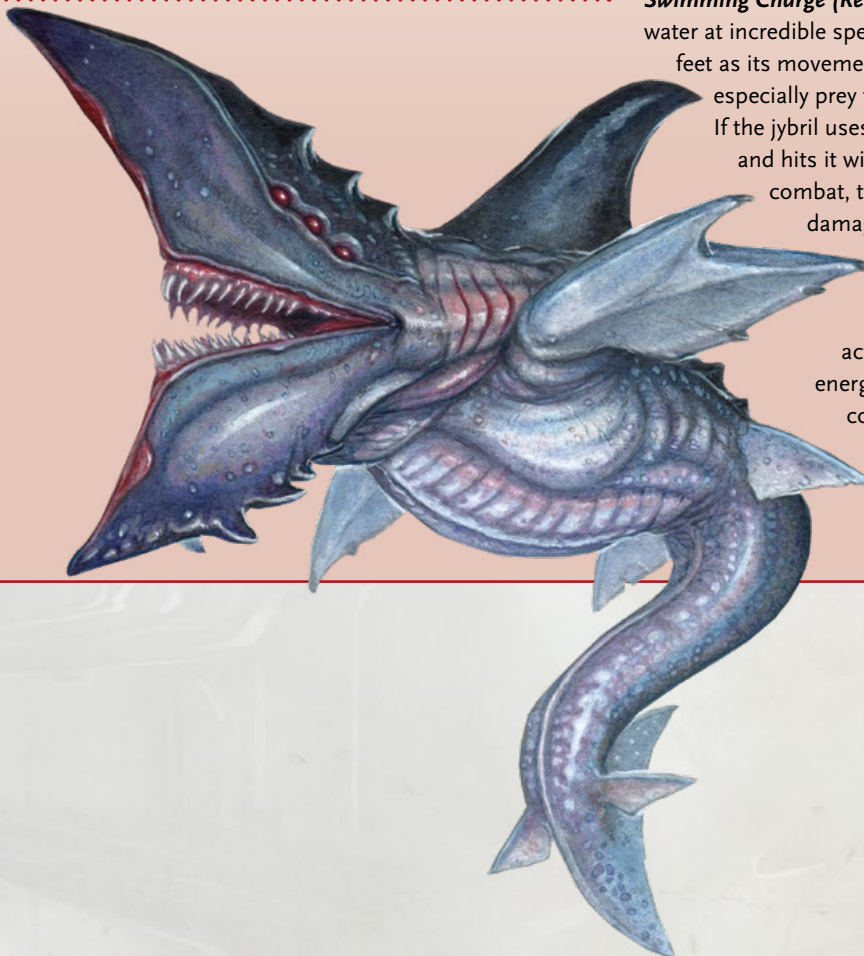
Skills Perception +3

Damage Resistances poison

Senses passive Perception 13

Languages Common

Challenge 7 (2,900 XP)



Stealthy Nanomachines. If a jybril does nothing but drift with the current, it has advantage on Dexterity (Stealth) checks made to hide. It loses advantage if it moves or attacks.

Regeneration. The jybril regains 10 hit points at the start of its turn if it has at least 1 hit point.

Water Breathing. The jybril can only breathe underwater.

ACTIONS

Multiattack. The jybril makes two bite attacks.

Bite. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 23 (5d6 + 6) piercing damage.

Swimming Charge (Recharge 6). A jybril can jet through the water at incredible speed for short bursts, moving up to 500 feet as its movement, which it does when attacking prey, especially prey that doesn't yet know it is being stalked. If the jybril uses this ability to surprise a creature and hits it with an attack during the first round of combat, the target takes an extra 8 (2d4 + 3) damage from the attack.

Disrupting Pulse (Recharges after a Short or Long Rest). As a bonus action, the jybril releases a pulse of energy that suppresses the active effects of common and uncommon **cyphers** and **relics** for one round. A creature with such an item can resist this attack with a DC 16 Intelligence saving throw.



Cyphers, page 40

Relics, page 45

Almost anything can be found in a jybril stomach, and a dead beast usually gives up one or two cyphers, 1d6 oddities, and sometimes a relic.

KALYPTEIN CRAB

Kalyptein crabs are not true crabs but rather soft-bodied land crustaceans that make their homes in empty or broken (or sometimes still working) bits of the numenera. They are group animals, preferring to exist in small colonies of six to eight creatures. Kalyptein crabs range in size and shape, depending on the species and the form of the available numenera “shells.” Most crabs are around the size of a human fist, but a few grow as large as a human head.

Numenera Shells. Kalyptein crabs work together to find and steal numenera devices to use as new homes. They use a vacancy chain to switch homes—when a new, bigger numenera device is found or stolen, the crabs gather around it from largest to smallest. When the largest moves into its new home, the rest move up one size as well. They then eat the smallest device, perhaps for the nutrients or as some type of ritual.

Simple Beast. For the most part, kalyptein crabs cannot be communicated with. Occasionally, however, a crab makes a home in a numenera device that provides it with temporary translation or other communication skills. Some people who study numenera keep kalyptein crabs as pets, albeit dangerous ones. The crabs can live up to seventy years, but that is only one of the reasons they often outlive their owners.



KALYPTEIN CRAB*Tiny monstrosity, unaligned***Armor Class** 14 (natural armor)**Hit Points** 28 (8d4 + 8)**Speed** 30 ft.

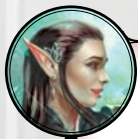
STR	DEX	CON	INT	WIS	CHA
6 (-2)	15 (+2)	13 (+1)	3 (-4)	12 (+1)	6 (-2)

Skills Perception +3**Senses** darkvision 30 ft., passive Perception 13**Languages** —**Challenge** 1/2 (100 XP)**ACTIONS****Claw.** *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.*Hit:* 4 (1d4 + 2) slashing damage.

Cypher Shell (Recharge 6). Many kalyptein crabs develop odd cypherlike abilities due to their long-term contact with the devices they live in. If seriously injured, a kalyptein crab can make a claw attack and then activate this ability as a bonus action. GMs may roll on the cypher table at right (or use the [Random Cypher Table](#)).

d10 Cypher Effect

- Banish.** Teleports the target 30 feet in a random lateral direction; the target's attack rolls and saving throws have disadvantage on its next turn.
- Disruption.** Generates a burst of nanites that attack living flesh, inflicting 3 (1d6) necrotic damage and stunning the target until the end of their next turn.
- Heat.** Creates a burst of heat that inflicts 3 (1d6) fire damage.
- Visual displacement.** Creates a distracting hologram around the target, giving them disadvantage on their next two attacks.
- Shock.** Creates a burst of electricity that inflicts 3 (1d6) lightning damage.
- Assist.** The shell misfires, sending out a stream of chemicals that grants advantage to the target's next attack roll.
- Poison.** Creates a burst of toxins that inflicts 3 (1d6) poison damage and poisons the target for 1 hour unless they make a DC 12 Constitution saving throw.
- Whistle.** Target intermittently or constantly makes a whistling noise that is as loud as a teapot.
- Bleed.** Target takes 1 point of necrotic damage each round on its turn until it recovers hit points or uses an action to make a Wisdom (Medicine) check to end the bleeding.
- Slime.** Target's skin emits a slippery slime for 1 hour, giving them disadvantage on rolls requiring a strong or careful grip but advantage on rolls that benefit from slipperiness (such as escaping a grapple or moving through a tight space).



"I wonder if there is a way to tame or train these creatures to follow a person around and attack on command. It would be an interesting solution to the problem of carrying too many cyphers."

~Elmande, elf mage and scholar

"That makes about as much sense as training rabid dogs to follow you and bite your enemies."

~Faim Trubeard, dwarf veteran and prospector



Random Cypher Table, page 42

If a kalyptein crab has just made a cypher its home, there is a small chance that the cypher can be removed and used for its original purpose.

Sometimes a kalyptein crab has a hodgepodge shell created from two or more numenera devices. In such an instance, using its cypher shell ability activates both on the target as the same bonus action.

KASEYER

Kaseyera are unstable semi-humanoid predators with a hereditary psychosis so extreme, it grants the creatures dread mental abilities—or perhaps the mental abilities are what produce the psychosis. Their bodies are bipedal but warped, with odd spines growing from their flesh, green sores dotting their skin, and a thin, birdlike beak.

Hideous Illusionists. Kaseyera are only somewhat humanoid, but they use their mental abilities to blend in with a local populace and cull prey. When the mental deception falls away, their true monstrous form shows through the tatters of the false image.

Silent Talkers. Kaseyera are mute, making no sound. They communicate telepathically among themselves, and instead of using direct telepathy with others, they prefer to use their mental abilities to compel others to speak for them. This lack of sound combined with the penchant for telepathic disguise often allows them to pass as a group of silent street urchins.



KASEYER

Medium humanoid (kaseyer), chaotic evil

Armor Class 14 (natural armor)

Hit Points 45 (7d8 + 14)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	18 (+4)	14 (+2)	10 (+0)	12 (+1)	14 (+2)

Skills Deception +4, Stealth +6

Senses darkvision 30 ft., passive Perception 11

Languages telepathy 100 ft.

Challenge 2 (450 XP)

Telepathic Disguise. The kaseyer can use its action to disguise its appearance, usually by taking on the likeness of a human child or young adult. This disguise is a mental projection rather than a physical transformation; creatures that are immune to psychic effects automatically see through the disguise. The kaseyer can maintain the disguise without using an action. Two or more kaseyera within 10 feet of each other reinforce their allies' disguises, granting disadvantage to attempts to see through them. The disguise ends if the kaseyer dies.

ACTIONS

Multiattack. The kaseyer makes three attacks: one with its bite and two with its claws. Alternately, it makes one brain wrack attack.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 6 (1d4 + 4) piercing damage.

Claws. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 6 (1d4 + 4) slashing damage.

Brain Wrack. *Melee Spell Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 16 (4d6 + 2) psychic damage, and the target is stunned for one round if they fail a DC 12 Wisdom saving throw. If two or more kaseyera attack the same foe, both attacks have advantage and both of the target's saving throws have disadvantage.

Sway. The kaseyer telepathically suggests an action that a target within 5 feet must take (the action is limited to something reasonable that the target could do in one round). If the target fails a DC 12 Wisdom saving throw, it performs that action to the best of its ability. Creatures that can't be charmed are immune to this effect. If two or more kaseyera use this ability on the same foe, both of the target's saving throws have disadvantage.

KELTONIM

Keltonim are shy humanoids that build nests from salvaged wood, synth, and metal in high places, including along the tops of cliff faces and on the spires and towers of ruins. Simplistic and without a written language, keltonim are not generally considered dangerous. However, if personally threatened, they can call on a hidden reserve of fury that makes even the most fearsome warrior glaive think twice about engaging them.

Peaceful Avoidance. Keltonim are motivated by offers of food or a chance to avoid conflict. Most do not relish their strange transformation, despite the fact that the ferocity and violence of that transformation is what they are known for. They are sometimes the victims of prejudice from people who think they are lycanthropes or inherently violent monsters.

Savage Transformation. Keltonim flee from combat unless they are hurt or a close ally is hurt. In such a circumstance, the fight-or-flight reflex is turned on its head and an ancient instruction hidden in the keltonim's flesh is activated, causing the creature to shake for several seconds as if having a fit, then transfigure into a powerful battle form. A mutated keltonim's muscles are taut beneath its skin, its eyes are wide, its mouth gapes, and wicked claws bloodily emerge from its fingers. Once a transformation runs its course, the keltonim is weakened and disoriented; most dislike the transformation and are embarrassed when it occurs.



Sometimes nobles attempt to hire or capture keltonim to serve as personal valets, in the hope that if the noble is threatened, the keltonim in attendance will feel threatened enough to transform.

KELTONIM

Medium humanoid (keltonim), neutral

Armor Class 13 (natural armor)

Hit Points 38 (7d8 + 7)

Speed 30 ft., fly 100 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	13 (+1)	12 (+1)	8 (-1)	10 (+0)	11 (+0)

Skills Acrobatics +3

Senses darkvision 30 ft., passive Perception 10

Languages limited Common

Challenge 2 (450 XP)

Death Throes. When a transformed keltonim dies, it lashes out with one melee attack against a target within range.

Violent Transformation. If a keltonim (or a close ally) is hurt, the creature's innate transformation begins automatically as a reaction (the keltonim can suppress this if it succeeds on a DC 15 Wisdom saving throw). The keltonim cannot take an action on its next turn (but is not stunned or otherwise prevented from defending itself) as its body transforms. In its battle form, the keltonim has advantage on Strength checks and Strength saving throws, advantage on melee attacks, adds +4 damage on all melee attacks, gains immunity to stun, and gains resistance to bludgeoning, piercing, and slashing damage. The transformation lasts about 1 minute, after which the keltonim spends a round reverting to its normal form and gains a level of exhaustion.

ACTIONS

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target.

Hit: 4 (1d6 + 1) piercing damage.

KELURSAN

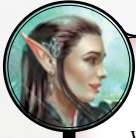
Skinless, but rippling with muscle and embedded strands of machinery, a kelursan stands nearly nine feet tall.

Warriors of a Never-Ending War. Red fluid constantly oozes from the creature, but inner healing technology keeps it hale and active, even in the face of lethal environmental conditions or attacks from other kelursans. Thankfully only a few handfuls of these creatures are active, and they mostly keep restricted to out-of-the-way locations, where they continually engage in never-ending wargames, each one against all the others.

Moments of Peace. Sometimes kelursans are damaged so severely that they suffer brain trauma and briefly forget their underlying imperative. These creatures wander into new lands, where they become either hunted monsters or lauded marvels, depending on how events play out. But sooner or later, as the kelursan healing factor finally concludes its work, they remember and return to the “War Forevermore.”

Devices embedded in the kelursan's body imbue any weapon it wields with a force component.



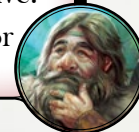


“It called itself ‘Wonder,’ because it didn’t know from where it came or why it existed. Do you remember, Faim? It was gentle as a summer shower, and just as welcome, as far as I was concerned. So few of the new ones we meet are so open, so curious about their surroundings, and so willing to try new things.”

~Elmande, elf mage and scholar

“Of course I remember, but your recollection stops short. Yes, Wonder seemed a gentle soul at first. But what of later, when its many hurts were finally healed and its deep conditioning emerged? We were lucky to escape alive.”

~Faim Trubeard, dwarf veteran and prospector



A kelursan's remains can be salvaged for one or two instances of iron flesh.



Iron Flesh, page 49

KELURSAN

Large monstrosity, chaotic evil

Armor Class 17 (natural armor)

Hit Points 218 (19d10 + 114)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
26 (+8)	13 (+1)	22 (+6)	16 (+3)	16 (+3)	20 (+5)

Skills Athletics +12, Intimidation +9, Perception +7

Saving Throws Con +10, Wis +7, Cha +9

Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons

Senses darkvision 120 ft., passive Perception 17

Languages dozens, sometimes including Common

Challenge 12 (8,400 XP)

Magic Resistance. The kelursan has advantage on saving throws against spells and other magical effects.

Magic Weapons. The kelursan’s weapon attacks are treated as if magical.

Regeneration. The kelursan regains 10 hit points at the start of its turn. If the kelursan takes psychic damage, this trait doesn’t function at the start of the kelursan’s next turn. If

it starts its turn with 0 hit points and doesn’t regenerate, it enters a torpid (unconscious) state. If left undisturbed (and undamaged) for at least a week, it revives, but without its former drive to kill (treat as unaligned), a condition that lasts for 2d6 months.

ACTIONS

Multiattack. The kelursan makes two greataxe attacks.

Greataxe. *Melee Weapon Attack:* +12 to hit, reach 10 ft., one target. *Hit:* 22 (4d6 + 8) slashing damage plus 14 (4d6) force damage.

Orbital Strike (Recharge 5–6). The kelursan calls on a link to an ancient device whirling in the sky so high overhead that it’s impossible for most creatures to sense. A beam extends from that device, touching down at a spot designated by the kelursan within 100 feet. Any creature within 60 feet of the spot must make a DC 17 Constitution saving throw. On a failure, the creature takes 31 (9d6) force damage and is knocked prone. If the saving throw succeeds, the target takes half as much force damage and isn’t knocked prone.

Death Ray (Recharges after a Long Rest). The kelursan activates a device in its flesh. A scintillating ray strikes a target within 60 feet, inflicting 99 (18d10) force damage. If the target succeeds on a DC 17 Constitution saving throw, it takes no damage.

LACARIC COURIER

Lacartic couriers are wide, tall constructs with a variety of sphere-like extensions able to serve as limbs. The extensions also can open to reveal strange objects or the business ends of dangerous weapons.

Couriers of Curious Objects. Lacartic couriers, for unknown reasons, deliver objects to distant locations, often near the ruins of some ancient city or structure. Occasionally, an explorer triggers a cypher or other strange device that summons a lacartic courier, which directly (or remotely) delivers an **oddy**, a relic, or something else. Often, delivered objects have dangerous side effects and could be so unstable that any mishap causes them to detonate in a wide radius.

The couriers occasionally make their deliveries using vast vehicles that resemble a series of stubby towers laid end to end, gapped by several feet of air but still somehow connected. The vehicle exterior changes from hour to hour or even moment to moment. Sometimes the surfaces resemble dark metal. Sometimes they're bright with complex patterns of light.



Oddities, page 126

A courier usually carries a relic of some note. A defeated courier can be salvaged for 1d6 cyphers.

Optional Rule: Intelligence (Ancients Arcana), page 7



Relics, page 45

Relic Quirks, page 46

LACARIC COURIER

Large construct, unaligned

Armor Class 17 (natural armor)

Hit Points 200 (16d10 + 112)

Speed 10 ft., fly 60 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
22 (+6)	12 (+1)	24 (+7)	16 (+3)	15 (+2)	16 (+3)

Skills *Arcana* +7

Damage Immunities lightning, poison, psychic

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 30 ft., darkvision 120 ft., passive Perception 12

Languages —

Challenge 11 (7,200 XP)

Magic Resistance. The courier has advantage on saving throws against spells and other magical effects.

Shocking Touch. The courier's body generates a potent charge of lightning. A creature that touches or makes a successful melee attack against a courier while within 5 feet of it takes 11 (2d10) lightning damage.

Binocular Targeting. The courier has advantage on Energy Blast attacks if it attacks against the same target twice in the same round, gaining the benefit for both attacks.

ACTIONS

Multiattack. The courier makes two Energy Blast attacks.

Energy Blast. *Ranged Spell Attack:* +7 to hit, range 120 ft., one target. *Hit:* 14 (4d6) force damage plus 14 (4d6) lightning damage.

SPECIAL DELIVERY

Delivery. If not chased off or destroyed, a lacartic courier opens a sphere-like limb and ejects an object, which lands within 10 feet of the characters. No other form of interaction is offered. The object is usually a **relic**. In some cases the relic possess a **quirk** determined by the GM, including slowly poisoning the user, infecting the user with an alien intelligence, or building up to detonate in a massive explosion.

LARUS

These humanoids have glistening beaked mouths, daggerlike claws, barb-studded shells, tails festooned with stingers, and burning green eyes. They groan with bass growls and can pull their limbs into their shells when faced by enemies.

Spiteful Tale-Tellers. Larus seem to delight in murder and sadistic acts against other creatures, but they take special pleasure in tormenting other humanoids. Larus are especially verbal and savor stories. They may stay their malice to hear a riddle or a gripping tale, even if told by a foe. On the other hand, larus are consummate liars and enjoy promising victims mercy or help only to later turn on them, kill them, and serve them in great boiling pots as part of a larus community feast.

Larus live comfortably in deserts, near lakes, and even beneath water in small, air-filled cavities.

If a larus comes upon a character caught in a trap, it may pose a riddle, promising to free the character if they answer correctly. (This is probably a lie.)

LARUS

Medium humanoid (larus), chaotic evil

Armor Class 15 (natural armor)

Hit Points 67 (9d8 + 27)

Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	10 (+0)	16 (+3)	10 (+0)	12 (+1)	14 (+2)

Skills Deception +4

Senses darkvision 60 ft., passive Perception 11

Languages Larus, some Common

Challenge 2 (700 XP)

Amphibious. The larus can breathe air and water.

Consummate Liar. The larus has advantage on Charisma (Deception) checks.

Shell Escape (Recharges after a Short or Long Rest). When a larus would take enough damage to kill it, the creature instead instantly retracts its head and limbs into its shell, taking only 1 damage instead (which might still kill it, if it has only 1 hit point). While retracted, a larus gains a +4 bonus to AC and damage resistance to bludgeoning, piercing, and slashing damage. At the beginning of its next turn, it reemerges and acts normally.

ACTIONS

Multiattack. The larus makes three attacks: one with its bite, one with its tentacle, and one with its tail stinger.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d4 + 5) piercing damage.

Tentacle. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 10 (2d4 + 5) bludgeoning damage.

Tail Stinger. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d4 + 5) piercing damage and the target must succeed on a DC 13 Constitution saving throw against poison or be paralyzed for 1 minute. A paralyzed target repeats the saving throw at the end of each of its turns, ending the effect on itself on a success.



LAURIK-CA

Laurik-ca are always found in groups of three—never more, never less. In fact, it is smart to think of three laurik-ca as a single opponent, for their great skill is working together as one due to their unusual connection with each other and numinous things beyond the understanding of most other creatures. These cunning fighters stand nearly seven feet tall. They relish the opportunity to display their powers and sometimes seek combat for their own pleasure and a chance to play with their foes.

Threefold Unit. At an early age, a laurik-ca pup is matched with two others from the litter by their dam, based on the symbol on the pup's forehead. The goal? To create the proper combination of symbols across all three pups to allow them to access a dimension of pure knowledge and become a single-minded weapon of destruction. Sometime in their first year, the pups grow long, symbol-covered horns, which act like antennae to both their mates and to the knowledge dimension (sometimes called the “datasphere.”)

Tricode Meanings. The true weapon of the laurik-ca are the destructive mental forces they access via the datasphere. These forces are unlocked with the three-symbol codes on their foreheads when they are within sixty feet of each other. The following are examples of codes and possible powers, but the number of options is extensive and possibly infinite.

◆❖● *Incapacitating Rage.* The target experiences a sense of righteous anger that flows through their veins and directly into their brain.

☼☹◆ *Memory Wash.* A stream of horrible images and memories (perhaps their own, perhaps someone else's, but in the moment, it certainly feels like their own) floods through the target, wracking them with pain and dropping them to their knees.

●C◆ *Mind Control.* An affected target is forced to attack their nearest ally.

❖H◆ *Boiling Blood.* An affected target feels like the flesh beneath their skin is suddenly on fire, burning and bubbling.

Numerous accounts of laurik-ca encounters suggest these beings are taking to their newfound animation with a vengeance. While many other creatures associated with the Ancients seem content to haunt the ruins of their ancient homes, laurik-ca, it seems, are interested in colonizing the present.

The tricode was a surprise. Faim was the one who pointed out that the designs on their foreheads and horns contained actual meaning, as opposed to being the decoration I had assumed. But with his insight in hand, I applied a spell of query and learned much. It wasn't so much a language as a code. A code and, as it turned out, a key, which allows the laurik-ca to unlock additional abilities from an extraplanar source while they are in proximity to each other.

My question is whether someone not born to their clades could apply the same code and access this same dimension of knowledge and power. So far, my experiments hint that, yes, it might just be possible. However, Faim has decided he'd rather not allow me to paint his forehead with “devil runes,” as he calls them. Applying them to myself has proven problematic, even with a mirror. So for now, I'm putting this line of inquiry on hold.

~ Excerpted from elf scholar Elmande's notes regarding the laurik-ca



LAURIK-CA

Medium monstrosity, chaotic evil

Armor Class 14 (natural armor)

Hit Points 120 (16d8 + 48)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	14 (+2)	16 (+3)	15 (+2)	12 (+1)	15 (+2)

Saving Throws Con +5, Wis +3, Cha +4

Skills Arcana +4, Perception +3

Senses darkvision 120 ft., passive Perception 13

Languages Laurik-ca

Challenge 4 (1,100 XP)

Forever Three. The laurik-ca has advantage on an attack roll against a creature if at least one of its two unit members is within 60 feet of the creature and isn't incapacitated; in addition, the laurik-ca has a +2 bonus to all its innate ability DCs (as noted in each ability). However, if a laurik-ca is separated from both unit mates, it has disadvantage on all attack rolls and saving throws, and it does not gain the bonus to its DCs.

ACTIONS

Multiattack. The laurik-ca makes three claw attacks.

Claw. Melee Weapon Attack. +6 to hit, reach 5 ft., one target. **Hit:** 11 (2d6 + 4) slashing damage.

Incapacitating Rage (Recharge 5–6). The laurik-ca makes a claw attack and the target must make a DC 12 Wisdom saving throw. On a failed save, in addition to regular damage, the target takes 21 (6d6) psychic damage, is stunned for one round, and has disadvantage on all rolls for the next minute. On a successful save, the target takes half as much damage, does not suffer disadvantage, and is not stunned.

Memory Wash (Recharge 5–6). The laurik-ca makes a claw attack and the target must make a DC 12 Wisdom saving throw. On a failed save, in addition to regular damage, the target takes 21 (6d6) psychic damage and falls prone. On a successful save, the target takes half as much damage and does not fall prone.

Mind Control (Recharges after a Short Rest). The laurik-ca makes a claw attack and the target must make a DC 12 Wisdom saving throw. On a failed save, in addition to regular damage, the target is charmed. The charmed target attacks their closest ally. The creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

Boiling Blood (Recharge 5–6). The laurik-ca makes a claw attack and the target must make a DC 12 Wisdom saving throw. On a failed save, in addition to regular damage, the target takes 35 (10d6) psychic damage. On a successful save, the target takes half as much damage.

LERADYT

Quick and vicious, leradyts are a growing danger to isolated villages and small communities. These carnivores run on dozens of scaled, clawed legs. Their long, wormlike bodies are covered in scales that spiral away from a blunt eyeless head. Their mouths froth with whitish drool, which can briefly blind prey.

Pack Hunters. A lone leradyt can be deadly for a traveler, but leradyts hunt in small teams of two or three, which allows these clever creatures to take on bigger prey or groups with good odds for success. Though impressive pack hunters, they do not possess a language. That said, they might be convinced to break off an attack if something precious to them is threatened, such as their eggs.



LERADYT

Large monstrosity, unaligned

Armor Class 13 (natural armor)

Hit Points 102 (12d10 + 36)

Speed 60 ft., burrow 10 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	14 (+2)	16 (+3)	4 (-3)	14 (+2)	6 (-2)

Skills Perception +4

Senses passive Perception 14

Languages —

Challenge 3 (700 XP)

Noxious Froth. A creature that touches the leradyt or hits it with a melee attack while within 5 feet is splattered with the leradyt's drool. The creature must succeed on a DC 13 Constitution saving throw or be poisoned and blinded for 1 minute or until it spends an action rubbing away the froth.

Pack Tactics. The leradyt has advantage on attack rolls against a creature if at least one of the leradyt's allies is within 5 feet of the creature and the ally isn't incapacitated.

ACTIONS

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target.

Hit: 20 (3d10 + 4) piercing damage and the target must succeed on a DC 13 Constitution saving throw or be poisoned and blinded as though affected by the leradyt's noxious froth.



MAGMID

Magmids are eight-foot-tall, self-replicating constructs that always press farther and deeper, with few apparent concerns for anything else.

Complex Underground Tunnels. Magmid tunnels have several common characteristics; even someone not familiar with the creatures can ascertain that their circular bores are always just over thirteen feet in diameter. Chiseled along each hundred-mile tunnel segment are unique messages in an unknown language. When translated, each tunnel seems to provide a set of instructions for some impossibly complex task. The passages tend to follow long, curved paths, descending at a noticeable slope and meeting up with similar tunnels in large, hundred-sided nexus chambers every once in a great while. Gravity is absent within each nexus chamber, and other physical laws are also sometimes out of whack.

Magmid tunnels follow their own geometry; they don't trace mineral veins, pockets of other valuable resources, or previous ancient tunnels. If the creatures are looking for something, their approach is one of brute force. Odds are the tunnels serve some other purpose, but no one has yet offered a reasonable guess as to what.

Impatient Constructs. Magmids react violently to creatures who they perceive to be interfering with their exploration. Attempting to get a magmid to answer questions (which hardly ever receive responses outside angrily flashing lights and ominous tones) for more than three or four rounds could be taken as such interference.

A magmid may attempt to entomb foes, secreting them beneath the ground in a spray of occluding rock dust. Observers may not even understand what actually happened, instead assuming the target was disintegrated, teleported, or otherwise vanished.

Tale of Tunneling Woe. Recently a pod of magmids tunneled through an ancient holding cell containing a *neveri*. The *neveri* escaped to the surface, where it immediately began scouring the area of life, using the magmid tunnel as its lair. The *neveri* was exultant in its freedom and also because it noted the direction in which the magmids were tunneling. Eventually the passage would have to intersect with more cells—cells holding the *neveri*'s kin.

Strange Devices. Someone attempting to salvage a defeated magmid for valuables can find the following, which can be used as very rare *cyphers*.

Omni-Spectrum Projector: User can see normally through solid stone at a range of 30 feet for up to 1 minute.

Resonance Claw: Digs a tunnel through solid stone or less-dense, solid, nonliving material in a line 60 feet long and 10 feet wide.

Massless Tread and Ascension Spar: User can move normally on walls and ceiling for 1 hour.

Hakiro's Augurdome: Weird, apparently unconnected scenes flash across a convex screen for 1 minute. Its purpose is unknown, but possibly it could be used to predict alternate futures. The user has advantage on one check, save, or attack they choose within the next hour.

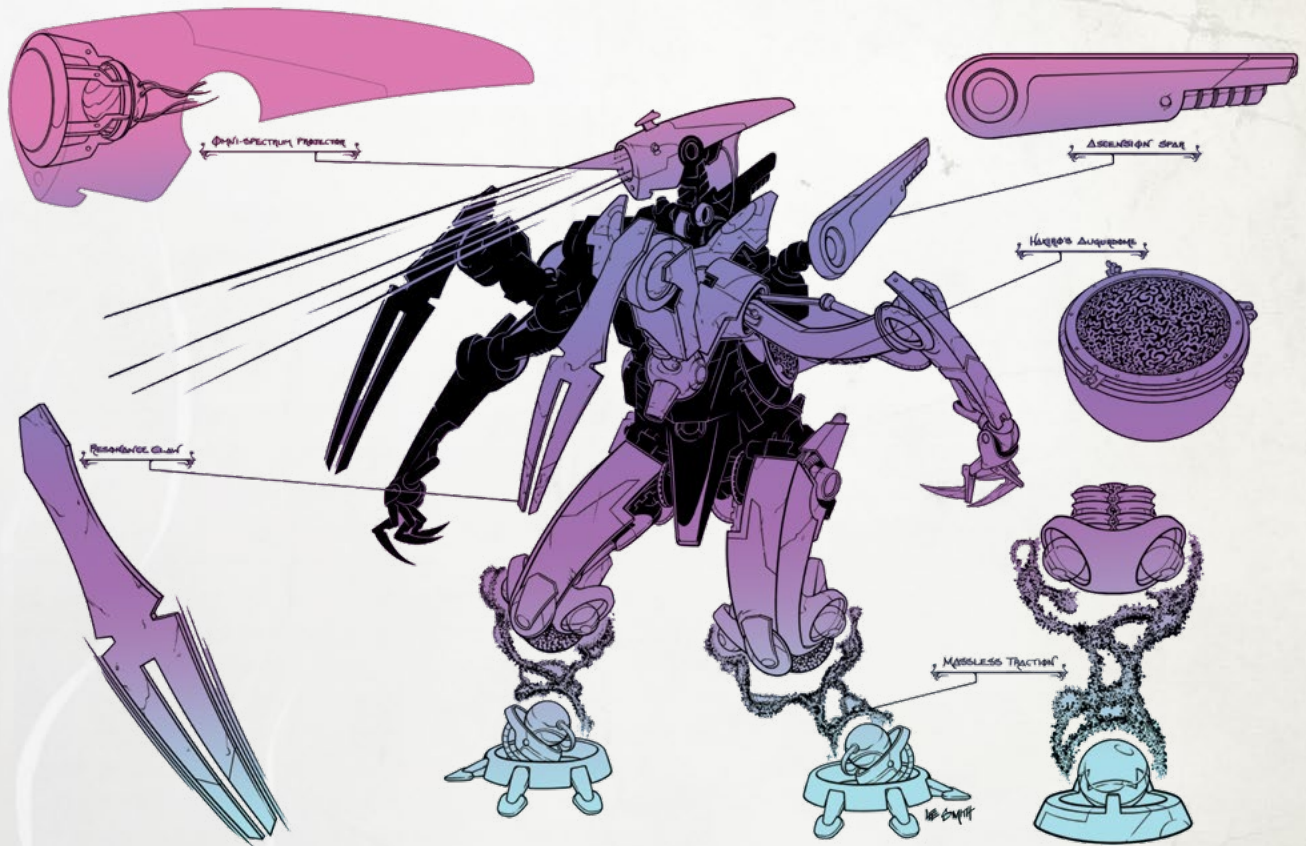
“What I wouldn't give for a troop of friendly magmids! Think about what we could uncover. Have you heard me describe the dwarven city of Agrethea, long lost and sealed away? With the aid of these tunnelers, we could unearth Agrethea, and many more lost cities besides. If only these constructs were more amenable to negotiation.”

~Faim Trubeard, dwarf veteran and prospector



Neveri, page 208

Cyphers, page 40



MAGMID

Large construct, unaligned

Armor Class 16 (natural armor)

Hit Points 153 (18d10+54)

Speed 30 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	14 (+2)	16 (+3)	10 (+0)	12 (+1)	10 (+0)

Saving Throws Str +11, Dex +5

Skills Perception +6

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 60 ft., tremorsense 60 ft., passive Perception 16

Languages dozens, including some Common

Challenge 6 (2,300 XP)

Tunneler. The magmid can burrow through solid stone at its full burrow speed. It leaves a 13-foot-diameter tunnel in its wake.

Magic Resistance. The magmid has advantage on saving throws against spells and other magical effects.

ACTIONS

Multiattack. The magmid makes two resonance claw attacks.

Resonance Claw. Melee Weapon Attack: +8 to hit, reach 10 ft., one target. **Hit:** 11 (1d12 + 5) slashing damage and the target must make a DC 15 Constitution saving throw. The target takes 13 (2d12) force damage on a failed save or half as much damage on a successful one.

Collapse Floor (Recharge 5–6). The magmid can disintegrate a 10-foot-square area of the floor within 30 feet. Each creature standing in the affected area must succeed on a DC 15 Dexterity saving throw or fall prone into a pit at least 10 feet deep (or deeper, if the new pit opens to a lower level), suffering an appropriate amount of falling damage.

A defeated magmid yields 1d4 cyphers, usually of the type described.

MALVOK

Malvoks communicate by voice, making low, thrumming, gurgling sounds in the back of their throat.

Characters are asked to look into a series of "assassinations" in an upscale neighborhood that leaves the corpses mostly devoid of internal organs.

These sinuous, scaled humanoids have spiderlike limbs instead of arms and legs, and their faces are horrors of specialized mouthparts designed to puncture flesh and suck out a victim's insides.

Predate from Below. Malvoks hunt by stealth, burrowing up through rock and structures with careful, quiet precision until they find someone sleeping in a bed or bedroll, whereupon they quickly kill and sup on a victim's interior while hardly disturbing their pose. Nearby companions might not even realize their friend is dead, instead assuming they are still sleeping—at least, until they shake the victim and discover the flaccid, collapsed flesh, the gaping hole in their back, and the excavated, blood-drenched cavity in the sleeping surface beneath them.

While they can subsist on most any flesh, malvoks are particularly drawn to eating humans (as opposed to other humanoids), as if addicted.



MALVOK

Medium humanoid (malvok), chaotic evil

Armor Class 14 (natural armor)

Hit Points 52 (8d8 + 16)

Speed 30 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	15 (+2)	15 (+2)	9 (-1)	11 (+0)	7 (-2)

Skills Perception +2, Stealth +4

Senses blindsight 10 ft., darkvision 60 ft., passive Perception 12

Languages Malvok

Challenge 2 (450 XP)

Feed When Uninterrupted. A malvok automatically inflicts 11 (2d8+2) piercing damage each round on one paralyzed target within 5 feet of it if nothing else distracts or threatens the malvok from spending its action feeding.

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 6 (1d8 + 2) piercing damage plus 22 (4d10) poison damage, or half as much poison damage with a successful DC 12 Constitution saving throw. In addition, targets who fail their save are paralyzed for 1 minute.

MARAUDING VAULT

Marauding vaults are collectors, accumulating objects and creatures over time by stashing them beneath their domes, which are opaque force field shells that keep the collection in stasis. In addition to their huge, slablike manipulators, marauding vaults also have less obvious limbs, sensory devices, and other accoutrements that allow them to manipulate and sense their environment and, in particular, search for interesting devices and creatures.

Take Before Asking. Marauding vaults are single-minded and literal. They speak a wide variety of languages but first attempt to gain what they want by force before considering negotiation. They have no fear of destruction, though they recognize that it would interfere with their mission to collect.

These creatures might appear in a newly discovered ruin, strip it of numenera over the course of several months, and then disappear again.

A marauding vault usually carries 1d6 + 1 cyphers, 1d6 oddities, a relic or iron flesh, various other valuables, and possibly a strange creature or two in stasis.



MARAUDING VAULT

Huge construct, unaligned

Armor Class 15 (natural armor)

Hit Points 136 (13d12 + 52)

Speed 30 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
18 (+4)	11 (+0)	19 (+4)	18 (+4)	14 (+2)	10 (+0)

Skills Arcana +7, Perception +8

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 10 ft., darkvision 60 ft., passive Perception 18

Languages dozens, including Common

Challenge 6 (2,300 XP)

ACTIONS

Multiattack. The vault makes four manipulator attacks. Alternately, it makes two manipulator attacks and one Extraction Field attack if it can.

Manipulator. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 11 (2d6 + 4) piercing damage.

Extraction Field (Recharge 5–6). The marauding vault emits an extraction force field in a 15-foot cone. Each creature in that area must make a DC 15 Dexterity saving throw, taking 31 (7d8) force damage on a failed save. Creatures who succeed on their saving throw can choose to either take half as much damage or let go of one piece of equipment they are holding. Medium or smaller paralyzed or unconscious creatures in the area who fail their save are pulled into the vault's dome. Once in the dome, creatures and objects are in stasis, and only destroying the marauding vault or convincing it to open the dome provides freedom.

Optional Rule:
Intelligence (Ancients
Arcana), page 7

MARTELING WHALE

Martelings can reach lengths of over 300 feet.

The characters might obtain anything that can be scavenged, stolen, or traded from a marteling's community, as well as any equipment or treasure that found its way into the creature's stomach.

Marteling whales are not true whales, despite their size and ocean-dwelling nature. Unlike other sea creatures, martelings do not live beneath the water but upon it. It is only during mating season—which happens every ten or eleven years, during the most blustery winter storms—that the martelings disappear from the surface, diving deep into the sea to mate and raise their young for a full year. This is called “deeping.”

Vast Living Ship. Communities and cities of all sorts grow on the backs of martelings, who typically don't even appear to notice. When the martelings disappear for their mating year, these places go with them, except for the lucky few who manage to escape before the deep dive. Occasionally a community will attempt to keep its marteling host from deeping through the use of drugs, contraptions, and other means of captivity; most fail.



MARTELING WHALE

Gargantuan monstrosity, unaligned

Armor Class 16 (natural armor)

Hit Points 174 (12d20 + 48)

Speed 5 ft., swim 60 ft.

STR	DEX	CON	INT	WIS	CHA
22 (+6)	13 (+1)	18 (+4)	6 (-2)	9 (-1)	13 (+1)

Saving Throws Dex +4, Con +7, Cha +4

Skills Perception +5

Damage Resistances cold

Condition Immunities paralyzed, unconscious

Senses blindsight 30 ft., darkvision 120 ft., passive Perception 15

Languages —

Challenge 7 (2,900 XP)

Amphibious. The marteling whale can breathe air and water.

Benthic Invisibility. While at least 30 feet underwater, a marteling whale is treated as invisible when it wants to be, even from other underwater creatures. The marteling cannot use Quick Swim or Gargantuan Inhalation while invisible.

Quick Swim (3/Day). The marteling whale takes one additional action on its turn, up to once per round.

ACTIONS

Multiattack. The marteling makes two attacks: one with its bite and one with its tail slap.

Bite. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 22 (3d10 + 6) piercing damage.

Tail Slap. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target. *Hit:* 19 (3d8 + 6) bludgeoning damage.

Gargantuan Inhalation (Recharge 5–6). The marteling whale inhales all air, water, and loose creatures in a 40-foot cone. Each creature in the cone is sucked in and then immediately exhaled; they must succeed on a DC 15 Dexterity saving throw or be battered and bludgeoned with other inhaled objects, taking 42 (12d6) bludgeoning damage in the process. Targets who succeed the saving throw take half the damage. Generally speaking, exhaled creatures who fail the save end up prone within 15 feet of the marteling whale.

MEMORA

Memoras steal the shapes and memories of humanoids by eating them, which is why they're also referred to as "face eaters."

Unsettling Tales. From *Tooth Phantoms*, a book bound in thin leather: *The memora named Garlan wasn't made for laughing. He didn't have it in him. Maybe that trait was congealed at the bottom of the tapered glass he carried in his pack and he'd failed to consume enough to transfer it. Or maybe the original Garlan just didn't have a sense of humor. There was nothing left of the man first called Garlan . . . Well, perhaps there were a few chunks of flesh still caught in the memora's teeth.*

Bottle of Seasoning Sauce. Some memoras carry a glass flask of digestive enzymes. The flask contains concentrated memora saliva with added vinegar, tomato paste, and liquid smoke for flavoring. The contents act as a medium of transformation if used on a humanoid to be eaten and copied. One does not need to be a memora to use the flask and take another's identity, assuming one has the stomach to eat some or all of a creature to be copied. Memoras don't need such a seasoning flash to steal shapes, but it does improve the taste.



MEMORA

Medium aberration (shapechanger), chaotic evil

Armor Class 15 (natural armor)

Hit Points 93 (11d8 + 44)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	18 (+4)	18 (+4)	11 (+0)	11 (+0)	16 (+3)

Saving Throws Str +6, Con +6, Wis +2

Skills Deception +5, Intimidation +5, Stealth +6

Senses darkvision 60 ft., passive Perception 10

Languages the languages of its victim

Challenge 4 (1,100 XP)

Facechanger. The memora can use its action to gain the exact face (and general body shape) of any humanoid creature from

whom it has eaten a portion—even just the face is enough. Once it has changed shape, it acts just like the individual whose face it has taken, knowing all the same languages and pretending to care about the same problems. It does this until it decides the masquerade is over, which usually occurs in the dead of night, when everyone else is sleeping.

Stolen Ability. A memora may have one special ability from the face it's wearing. For instance, if the individual whose face it wears knew spells, the memora knows one, chosen by the GM. Whatever the ability might be, the memora can use it only once.

ACTIONS

Multiattack. The memora makes two slam attacks.

Slam. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 15 (2d10 + 4) bludgeoning damage.

"Who is the author of *Tooth Phantoms*? It's all rather tongue in cheek, pardon the pun. Perhaps that bizarre, misplaced sense of humor is what makes it all the more horrible. If I had to guess, the author was actually a memora herself."

~Elmande, elf mage and scholar

A memora consumes a portion (or all) of a dead or completely helpless target, a process requiring a few rounds or a few days, depending on circumstances.

MERCURIAL WASP

Aggressive. Angry. Voracious. Deadly. These are words you might use to describe mercurial wasps—if their venom isn't already closing your throat and paralyzing your vocal cords. These undersea wasps swarm through water or air. The blue-and-black-striped creatures—only about three feet long—might be small, but they're deadly. They appear to constantly shift between solid-metal and liquid-metal states, making them difficult to see, much less strike.

Hive Builders. Mercurial wasps eat metal and build their hives by chewing complex tunnels and rooms deep inside structures. A hive can house as many as three dozen wasps. Hidden and protected deep inside each hive is the Court, a group of three slightly larger wasps that are more clearly solid-metal constructs. Unlike other mercurial wasps, members of the Court have large, glowing orange eyes and no visible stingers. They are able to communicate telepathically and might negotiate. They flee the hive rather than fight, should it come to that.



Mercurial wasps usually travel in small swarms of four or more.

A wasp's venom sac holds enough basic poison for three uses.

MERCURIAL WASP

Small monstrosity, unaligned

Armor Class 16 (natural armor)

Hit Points 16 (3d8 + 3)

Speed 20 ft., swim 40 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	10 (+0)	13 (+1)	2 (-4)	11 (+0)	9 (-1)

Damage Resistances poison

Senses blindsight 10 ft., darkvision 60 ft., passive Perception 10

Languages Telepathy, 120 ft.

Challenge 1 (200 XP)

Amphibious. The mercurial wasp can breathe air and water.

Pack Tactics. The mercurial wasp has advantage on an attack roll against a creature if at least one of the mercurial wasp's allies is within 5 feet of the creature and the ally isn't incapacitated.

ACTIONS

Sting. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 7 (1d10 + 2) piercing damage and the target must succeed on a DC 11 Constitution saving throw, taking an additional 7 (2d6) poison damage on a failed save and becoming paralyzed until the beginning of their next turn.

MESOTEMUS

Mesotemi are strange, multi-limbed creatures that exhale puffs of emerald-hued mist with every breath.

Combined Sensory and Digestive System. Lacking eyes, ears, mouths, or even nostrils, mesotemi sense and interact with the world via the green vapor they almost constantly emit from—and breathe back in through—nodules speckled across their bodies. Besides interaction and sensory information, mesotemi rely on the emerald mist for nutrition. When they deem something is good to eat, their breath becomes digestive, so when they breathe back in, they can directly consume whatever lies around them.

Communication through Vapor. Instead of digestion, a mesotemus can alter its exhalations to cause a target to have hallucinations. Though most creatures find this highly unpleasant, the only way to communicate with a mesotemus is by allowing the vision to proceed. Spending several minutes in this state allows very simple communication, but a non-mesotemus could never hope to master the intricacies of the scent-based language. The only information that can be gleaned is that mesotemi seem always to be searching.



MESOTEMUS

Medium aberration, chaotic neutral

Armor Class 14 (natural armor)

Hit Points 75 (10d8 + 30)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	10 (+0)	17 (+3)	12 (+1)	11 (+0)	9 (-1)

Skills Perception +4

Damage Immunities acid

Senses blindsight 15 ft., darkvision 60 ft., passive

Perception 14

Languages Mesotemus

Challenge 4 (1,100 XP)

Vapor Cloud. A cloud of green vapor in a 15-foot-radius sphere surrounds a mesotemus, interfering with normal vision.

Perception checks and ranged attacks within or to see into the cloud have disadvantage.

Vapor Visions. When the mesotemus makes a Digestive Exhalation attack, it can choose to change the nature of the vapor from acidic to psychic and to reduce damage from a successful attack to 0. However, instead of taking damage on a failed save, targets hallucinate that they have become mesotemi. This sensation is disorienting, and those who undergo it tend to flail and throw themselves about, making strangled, gurgling noises as they try to comprehend what their senses are telling them. A target can make a new saving throw each round to end the effect.

ACTIONS

Slam. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target.

Hit: 9 (1d10 + 4) bludgeoning damage plus 3 (1d6) acid damage.

Digestive Exhalation (Recharge 5–6). The mesotemus's constant exhalation becomes digestive this round. Each creature within 15 feet of the mesotemus must succeed on a DC 13 Constitution saving throw, taking 24 (7d6) acid damage on a failed save or half as much damage on a successful one. The mesotemus heals 2 hit points per creature that sustains damage from the Digestive Exhalation.

METASTHAN

Metasthans are creatures whose bodies are heavily modified with devices from some sort of terrible accident involving a machine of the Ancients. Or so one might assume at first glance.

Two in One. Actually, a metasthan is a binary creature with two minds in one body. Part of it is organic; the other part machine. Both can take actions, though one usually helps the other. In the unlikely occurrence that a metasthan is of two minds about something, it may begin bickering with itself. This distracts the metasthan, and if encouraged by wily foes, it may even feel egged on enough—in rare cases—to begin tearing itself apart.



A defeated metasthan can be salvaged for 1d6 cyphers and at least one instance of iron flesh.



Iron flesh, page 49

METASTHAN

Large monstrosity, neutral evil

Armor Class 15 (natural armor)

Hit Points 147 (14d10 + 70)

Speed 30 ft., fly 50 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
20 (+5)	14 (+2)	20 (+5)	12 (+1)	15 (+2)	20 (+5)

Saving Throws Str +8, Con +8, Cha +8

Skills Athletics +8, Perception +5

Damage Resistances cold, bludgeoning, necrotic, piercing, poison, slashing, thunder

Damage Immunities lightning

Condition Immunities exhaustion, frightened

Senses darkvision 200 ft., passive Perception 15

Languages several including Common

Challenge 7 (2,900 XP)

Dual Creature in One Body. Treat any encounter with a metasthan as an encounter with two allied challenge 7 creatures that occupy the same space and share the same pool of hit points: the metasthan thus effectively takes two turns on its initiative. (If characters broker a deal with the metasthan, they gain a reward commensurate with having defeated two challenge 7 creatures.)

Lightning Absorption. Whenever the metasthan is subjected to lightning damage, it takes no damage and instead regains a number of hit points equal to the lightning damage dealt.

Magic Resistance. The metasthan has advantage on saving throws against spells and other magical effects.

Magic Weapons. The metasthan's weapon attacks are treated as if magical.

Self-Hating. Whenever the metasthan starts its turn with 50 hit points or fewer, roll a d6. On a 6, the metasthan falls to bickering with itself. While bickering, all the metasthan's checks, saves, and attacks have disadvantage.

ACTIONS

Multiattack. The metasthan uses Void Ball (if it can) and makes one shock claw attack. Otherwise it makes two shock claw attacks.

Shock Claw. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 18 (2d12 + 5) slashing damage plus 7 (2d6) lightning damage, and a target who fails a DC 17 Constitution saving throw is stunned until the start of the metasthan's next turn.

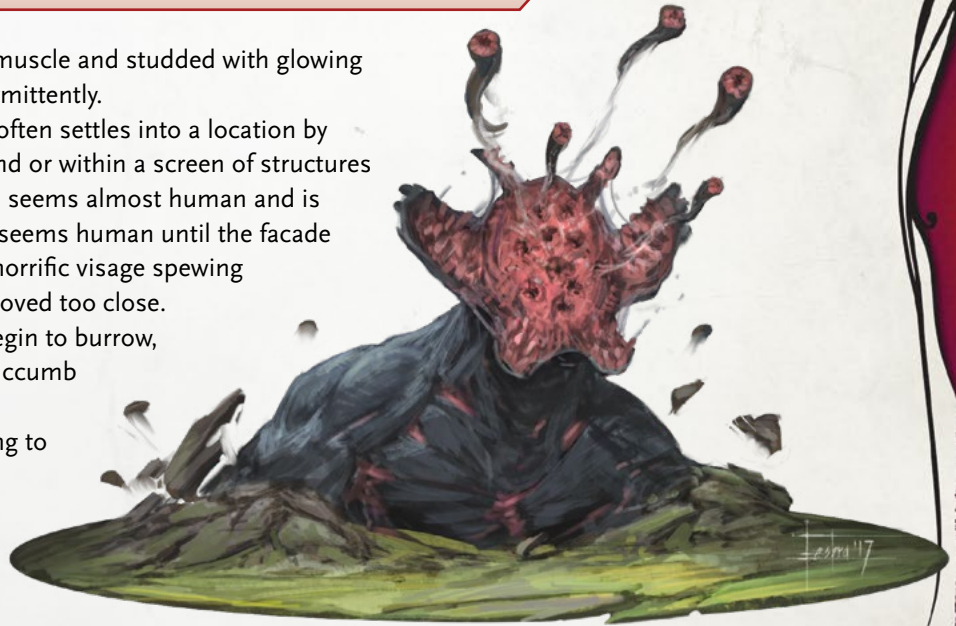
Void Ball (Recharge 5–6). The metasthan releases a charge of matter-eating machines so small they appear like a dark vapor. All creatures within 30 feet take 19 (3d12) force damage and must make a DC 17 Constitution saving throw. Those who fail the saving throw are blinded for 2 rounds; those who succeed are frightened for 2 rounds.

MIMUS

These hulking creatures are rosy with muscle and studded with glowing mechanical protrusions that flash intermittently.

The Friendly Face Is a Lie. A mimus often settles into a location by burrowing most of its body underground or within a screen of structures or foliage. Its composed face, however, seems almost human and is usually what prey first sees. At least, it seems human until the facade splits open and peels back to reveal a horrific visage spewing leechlike projectiles at anyone who's moved too close.

Leeches that land on a victim's flesh begin to burrow, heading for the prey's brain. Victims succumb while experiencing alien emotions and images. Are mimuses actually just trying to communicate?



The only way a mimus can communicate is by spitting up burrowing, brain-eating leeches. This is almost always lethal for a victim, though they see some pretty strange stuff right in the end.

MIMUS

Large aberration, neutral evil

Armor Class 17 (natural armor)

Hit Points 168 (16d10 + 80)

Speed 40 ft., climb 20 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
22 (+6)	12 (+1)	20 (+5)	18 (+4)	12 (+1)	20 (+5)

Saving Throws Dex +4, Con +8, Wis +4, Cha +8

Skills Deception +8, Perception +4, Stealth +4

Damage Immunities psychic, poison

Condition Immunities charmed, poisoned

Senses tremorsense 60 ft., passive Perception 14

Languages —

Challenge 8 (3,900 XP)

Facade Lure. If the mimus surprises a creature, it gets a bonus action it can use on its first turn of combat for a bite attack or a Leech Spew attack.

Tunneler. The mimus can burrow through solid rock at half its burrowing speed and leaves a 10-foot-wide, 5-foot-high tunnel in its wake.

ACTIONS

Multiattack. The mimus makes three bite attacks.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target.

Hit: 13 (2d6 + 6) piercing damage plus 3 (1d6) poison damage. In addition, the target must succeed on a DC 14 Dexterity save or a mimus leech attaches to the target. At the start of each of the leech-attached target's turns, the target takes 7 (2d6) poison damage and is poisoned while the leech remains attached. Removing the leech requires an action and a successful DC 10 Strength (Athletics) check.

Leech Spew (Recharge 5–6). The mimus spews a swarm of writhing mimus leeches in a 30-foot cone. Each creature in that area must make a DC 16 Constitution saving throw, taking 28 (8d6) poison damage on a failed save. In addition, 1d4 mimus leeches attach to a target who fails its save. If the save is successful, the target takes half the damage and evades all the mimus leeches. At the start of each of the leech-attached target's turns, the target takes 7 (2d6) poison damage per attached leech and is poisoned while the leeches remain attached. Removing a leech requires an action and a successful DC 10 Strength (Athletics) check.

MORIGO

A morigo is a biomechanical creature, and knowledgeable characters can scavenge a random cypher and an oddity from its corpse.



Cyphers, page 40

Oddities, page 126

A clear creation of the Ancients, morigo are sometimes encountered while hunting in aquatic and marine environments.

Biomechanical Advantages. Although no more intelligent than the underwater creatures they hunt, morigo possess strange built-in devices that enhance their ability to track and neutralize prey. For instance, in addition to being extraordinarily agile swimmers, they enjoy biomechanical sensors that allow them to sense movement, pressure changes, temperature changes, and more with incredible accuracy. In addition, hovering pods surround morigo, each of which functions to amplify and direct the waves of sound below the lower limit of many creatures' ability to hear. This infrasound can affect prey in a variety of ways. Morigo use their infrasound attack to disable whole groups, then move in to attack the choicest target. They are fearsome alone and deadly when encountered in a pack.

MORIGO

Large monstrosity, unaligned

Armor Class 18 (natural armor)

Hit Points 127 (15d10 + 45)

Speed 10 ft., swim 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	17 (+3)	4 (-3)	11 (+0)	15 (+2)

Saving Throws Dex +5, Con +6, Wis +3, Cha +5

Skills Perception +6, Stealth +5

Damage Resistances cold

Damage Immunities thunder

Senses blindsight 120 ft., darkvision 240 ft., passive Perception 16

Languages —

Challenge 7 (2,900 XP)

Amphibious. The morigo can breathe air and water.

ACTIONS

Multiattack. The morigo makes three attacks: one with its bite and two with its slam.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.

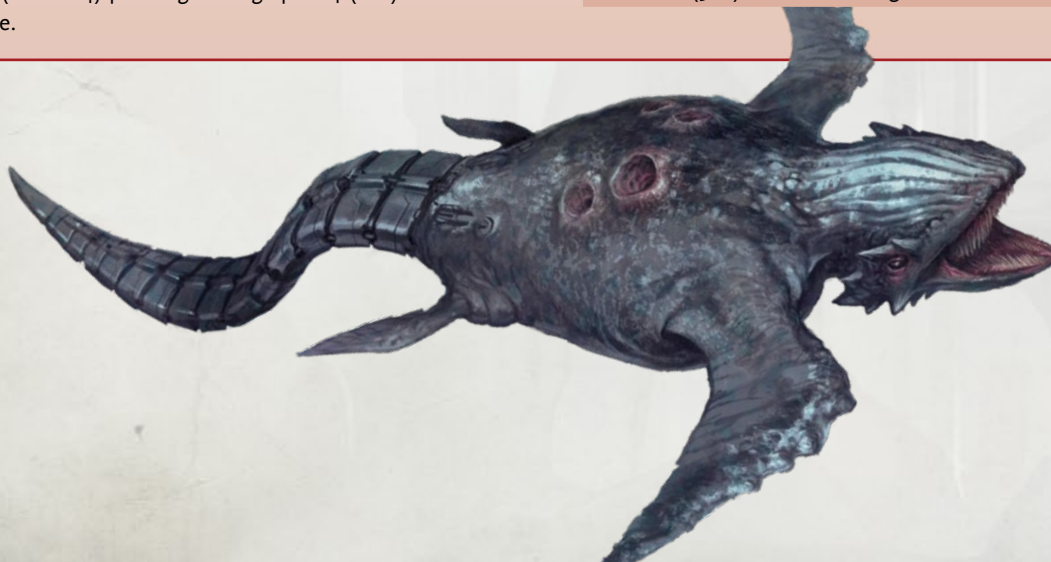
Hit: 15 (2d10 + 4) piercing damage plus 4 (1d8) thunder damage.

Slam. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target.

Hit: 11 (2d6 + 4) bludgeoning damage.

Infrasound Pulse (Recharge 5–6). The morigo generates a pulse of infrasound that reverberates through the water, affecting all creatures in a 40-foot line that is 5 feet wide. Each creature in that line must make a DC 14 Dexterity saving throw, taking 22 (5d8) thunder damage on a failed save. Those who fail the save are also afflicted by one of the following infrasound effects. Creatures that succeed on their save take half the damage and suffer no additional effects.

d100	Effect
01–30	Frightened for 1 round
31–40	Disadvantage on all rolls for 1 round
41–45	Stunned for 1 round
46–55	Paralyzed for 1 round
56–70	Frightened for 1 round plus an additional 22 (5d8) thunder damage
71–80	Disadvantage on all rolls for 1 round plus an additional 22 (5d8) thunder damage
81–90	Stunned for 1 round plus an additional 22 (5d8) thunder damage
91–00	Paralyzed for 1 round plus an additional 22 (5d8) thunder damage



MORL

This amorphous, asymmetrical creature is eight feet in diameter, its pale white flesh mottled with entirely transparent patches. The morl has a number of tentacles that it uses to pull prey into its flesh, where victims are absorbed and digested.

Sticky. Morl can squeeze through very small openings and cling to any surface, so a wall is as good as a floor to this creature. A few people who once saw them moving across cave ceilings and up cliffsides started the rumor that morl ignore gravity, but this is not true.



MORL

Large monstrosity, chaotic neutral

Armor Class 13 (natural armor)

Hit Points 178 (17d10 + 85)

Speed 20 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	13 (+1)	20 (+5)	4 (-3)	13 (+1)	6 (-2)

Senses darkvision 60 ft., passive Perception 11

Languages —

Challenge 8 (3,900 XP)

Amorphous. The morl can twist and squeeze itself through a space small enough for a Tiny creature to pass through as if it were difficult terrain.

Morl Proximity. Two or more morl within 30 feet of each other create a bioelectric field that connects them in jagged lines of glowing light. (This is an automatic effect that doesn't require an action by the morl.) Other creatures caught in the line connecting any two morl must succeed on a DC 16 Wisdom saving throw or be stunned until the end of their next turn; creatures that are resistant or immune to lightning are immune to this effect.

ACTIONS

Multiattack. The morl makes three attacks: two with its tentacle slam and one with its Tentacle Absorption.

Tentacle Slam. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 14 (2d8 + 5) bludgeoning damage.

Tentacle Absorption. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 19 (4d6 + 5) bludgeoning damage. If the target is a Medium or smaller creature, that creature is absorbed into the morl's body. While absorbed, the creature is blinded and restrained, it has total cover against attacks and other effects from outside the morl, and it takes 14 (4d6) acid damage at the start of each of the morl's turns. If the morl takes 20 damage or more during a single turn from a target inside it, the morl must succeed on a DC 16 Constitution saving throw at the end of that turn or expel the absorbed target, which falls prone in a space within 5 feet of the morl. The morl can have only one target absorbed at a time. If the morl dies, an absorbed target is no longer restrained by it and can escape from the corpse using 5 feet of movement, exiting prone.

MORVIK

Its skin flows like wax, sprouting and encasing wings, limbs, heads, and unidentifiable parts. The face of an old friend smiles from the torso of a hideous beast. This is a morvik, an amoral creature that fuses other creatures' bodies to its own and uses sentient brains like cyphers.

Masters of Flesh Grafting. Nobody knows what qualities morviks are looking for in a potential graft. They have been known to choose one creature out of a group or attack one sibling and ignore the other. Once the target is dead, the morvik spends a minute slowly absorbing part of the body—particularly the head—into its own semiliquid flesh before flying away.

Head Grafts Preferred. It is not known if the heads collected by a morvik retain any sense of their prior identity. Attempts to communicate with them individually have failed, but the creature might be suppressing their egos. Morviks can usually access enough of the language portions of their grafted heads to carry on a conversation, eerily alternating the mouths they use to speak. They may bargain, threaten, or bribe and are reasonably trustworthy if they make a promise.

Collected Heads Catalyze Special Abilities. Most morviks keep two or three heads fused into their bodies at any particular time but might have as many as six. When a morvik consumes a head to activate an ability, the affected head withers, then collapses, and then the sagging skin of its face smooths out until there is only a faint shape where the head once was.



MORVIK*Large aberration, chaotic evil***Armor Class** 15 (natural armor)**Hit Points** 170 (20d10 + 60)**Speed** 30 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
23 (+6)	17 (+3)	16 (+3)	15 (+2)	15 (+2)	6 (-2)

Saving Throws Dex +6, Wis +5, Cha +1**Skills** Perception +5, Stealth +6**Damage Immunities** necrotic**Condition Immunities** charmed**Senses** blindsight 30 ft., darkvision 120 ft., passive Perception 15**Languages** knows languages of its grafted heads**Challenge** 7 (2,900 XP)

Collect Head (Recharge 6). As a bonus action, a morvik that has grappled a paralyzed victim can attempt to sever their head and add it to its collection. The paralyzed victim must succeed on a DC 13 Constitution save or their head is severed and they die. At the beginning of its next turn, the morvik can add the head to its graft collection as an action (or set it aside for later).

Consume Head. Determine how many heads the morvik has previously collected (choose or roll 1d4 + 2) and grafted to its body. As a bonus action, the morvik can consume a grafted head, which provides one benefit chosen by the morvik:

Healing. The morvik immediately heals 38 (8d8 + 2) hit points.

Travel. The morvik immediately teleports up to 1 mile away to a spot it can see or has previously visited.

Empower. A successful attack inflicts an additional 38 (8d8 + 2) psychic damage.

Special. The morvik uses a spell or other mental ability contained in a previous victim's head. In this case, treat the morvik as an 8th-level spellcaster whose spellcasting ability is Intelligence (spell save DC 13, +5 to hit with spell attacks).

Immutable Form. The morvik is immune to any spell or effect that would alter its form.

Magic Resistance. The morvik has advantage on saving throws against spells and other magical effects.

ACTIONS

Multiattack. The morvik makes three attacks: one with its bite and two with its claws.

Bite. Melee Weapon Attack: +9 to hit, reach 10 ft., one target. **Hit:** 17 (2d10 + 6) piercing damage, and a Large or smaller target is grappled (escape DC 16). The target must also make a successful DC 16 Wisdom saving throw or become paralyzed. While grappled or paralyzed, the target takes 14 (2d8 + 5) psychic damage each round. The paralysis ends when the target makes a successful DC 16 Constitution saving throw at the end of its turn.

Claws. Melee Weapon Attack: +9 to hit, reach 10 ft., one target. **Hit:** 10 (1d8 + 6) slashing damage plus 5 (1d6 + 2) psychic damage.



"It seems entirely reasonable that, with enough trial and error, I will finally be able to distill an antidote. A potion that can disentangle a morvik graft from the creature itself, potentially freeing a victim before it's wholly merged with the creature and beyond rescue."

~Elmande, elf mage and scholar

"You've proven many times that you're capable of doing anything you put your mind to. But my question is, just because you can do something, should you? I don't know that the victims you rescue would thank you, having to live with the memory of the horror they endured."

~Faim Trubeard, dwarf veteran and prospector





A pair of mujidavari is terrorizing a small, isolated community, and the characters traveling by are the villagers' only hope.

MUJIDAVAR

Mujidavari are bipedal, scaly monstrosities with long tails. Where one might expect a head, a mujidavar has a squirming mass of tendrils and tiny mouths. Some of the tendrils end in bony blades, some in bulbous eyes, and a few in still more tiny mouths.

From Far, Far Away. A predatory terror with a hideous countenance known as a mujidavar leaked from an Ancients' vault containing a doorway to an artificial world so far that miles probably can't measure the distance. Sensing new prey, some of these creatures have found their way through.

MUJIDAVAR

Huge beast, unaligned

Armor Class 14 (natural armor)

Hit Points 126 (12d12 + 48)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	10 (+0)	19 (+4)	4 (-3)	13 (+1)	7 (-2)

Skills Perception +4

Condition Immunities blinded

Senses blindsight 120 ft., passive Perception 14

Languages —

Challenge 8 (3,900 XP)

ACTIONS

Multiattack. The mujidavar makes eight bite attacks.

Bite. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target.

Hit: 8 (1d6 + 5) piercing damage. If the target is a Medium or smaller creature, it is grappled (escape DC 15). Until this grapple ends, the target is restrained and the mujidavar can make one fewer bite attack when making a multiattack. The mujidavar tends to focus bite attacks on grappled targets.

Thunderous Screech (Recharge 5–6). One target within 60 feet must succeed on a DC 15 Constitution saving throw or take 44 (8d10) thunder damage and be stunned for 1 round.

MULTROLCA

Multrolcas are rare specimens, bred for war by the Ancients, wounded and gone to ground for millennia uncounted. A multrolca is a twenty-foot-long nightmarish beast of claws, glowing devices of the numenera, silvery fur, and seeping blood from gashes that never seem to heal.

Angry When Disturbed. A multrolca seems drawn to barren places to sleep, but once disturbed, a rage kindles in it that compels it to roam widely, visiting destruction and death on whatever it encounters until its wounds force it back into hidden convalescence. A multrolca chases prey with single-minded intensity, bounding from boulder to cliff wall, slaving and roaring with horrendous fury.

Propitiation Efforts. Goblinoid tribes in an area where a multrolca wakes either clear out or revere the creature as a manifestation of savage divinity. They ply it with sacrifices of prisoners taken from other tribes or, better yet, captive humans.

Negotiation Sometimes Possible. A multrolca is intelligent and can communicate but rarely shows this quality while hunting or attacking. A convalescing multrolca is willing to negotiate, whereupon it expresses a profound sadness at its unending life and unquenchable rage that will inevitably ignite again.



A multrolca convalescence period lasts anywhere from a week to several years.

1d4 cyphers and a relic can be salvaged from a multrolca's remains.

MULTROLCA

Huge monstrosity, chaotic neutral

Armor Class 17 (natural armor)

Hit Points 165 (17d12 + 55)

Speed 40 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
22 (+6)	16 (+3)	20 (+5)	12 (+1)	16 (+3)	9 (-1)

Saving Throws Str +10, Dex +7, Wis +7, Cha +3

Damage Resistances fire; bludgeoning, piercing, and slashing from nonmagical attacks

Damage Immunities cold

Condition Immunities poisoned

Senses blindsight 120 ft., passive Perception 13

Languages can learn any spoken

Challenge 11 (7,200 XP)

Consequences of Conflict. A multrolca that enters combat begins to bleed from ancient wounds, losing 3 (1d6) hit points each round. These reopened wounds eventually become life threatening; at that point, the multrolca activates the strange devices studding its skin, opens a temporary wormhole to another location within 100 miles, and attempts to escape

safely to convalesce. (The wormhole remains open for less than a round; characters who attempt to follow the creature through must succeed on a DC 14 Dexterity check.)

Magic Resistance. The multrolca has advantage on saving throws against spells and other magical effects.

Magic Weapons. The multrolca's weapon attacks are treated as if magical.

ACTIONS

Multiattack. The multrolca makes three melee attacks: two with its bite and one with its tail.

Bite. *Melee Weapon Attack:* +10 to hit, reach 10 ft., one target. *Hit:* 15 (2d8 + 6) piercing damage.

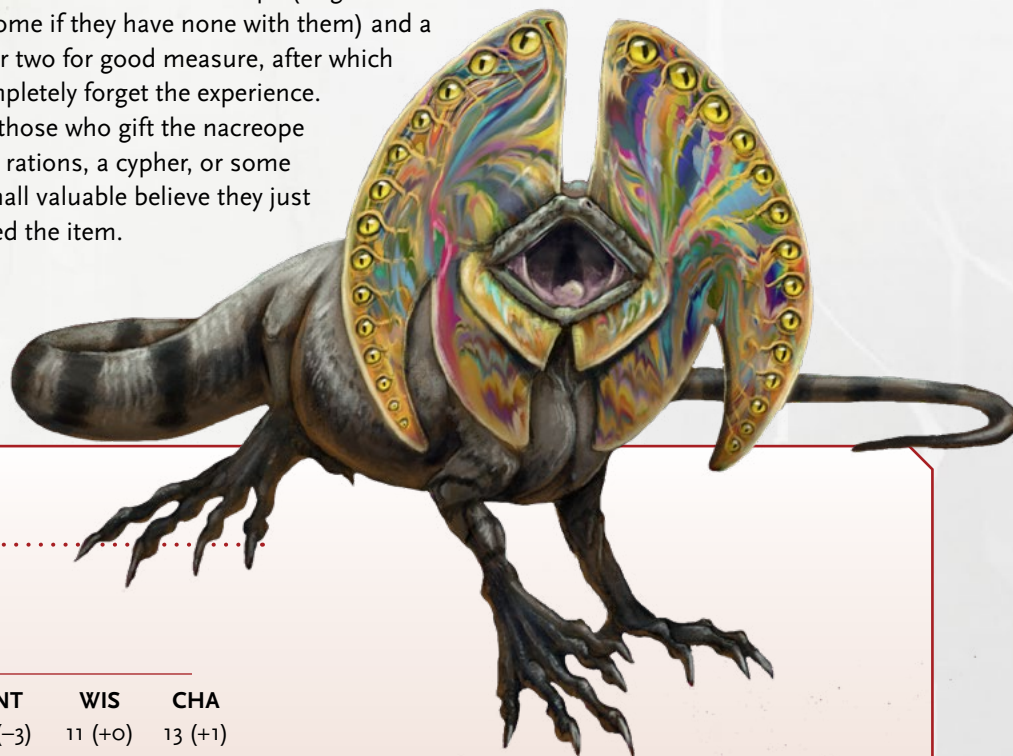
Tail. *Melee Weapon Attack:* +10 to hit, reach 10 ft., one target. *Hit:* 10 (1d8 + 6) slashing damage plus the target must succeed on a DC 17 Constitution saving throw or take 21 (6d6) piercing damage at the start of each of its turns due to an infestation of tiny deconstructing machines (nanites). A successful DC 12 Wisdom (Medicine) check or magical healing clears one nanite infestation.

NACREOPE

About the size of a large dog, this lizard-like creature's most distinguishing physical trait is a massive neck frill that fans out around its head to create a surface rippling with iridescent color and psychic imperatives.

Colorful Imperatives. Nacreopes bite in extremis, but they much prefer to display their psycho-hypnotic neck frill. Though not particularly big, a nacreope's psychic hypnotic ability far outstrips its other diminutive attributes. Those who succumb to the frill's hypnotic urging leave food for the nacreope (or go off to gather some if they have none with them) and a bauble or two for good measure, after which they completely forget the experience. Usually, those who gift the nacreope with lost rations, a cypher, or some other small valuable believe they just misplaced the item.

A nacreope lair is littered with all manner of baubles, usually including 1d6 cyphers.



NACREOPE

Small monstrosity, unaligned

Armor Class 15 (natural armor)

Hit Points 36 (8d6 + 8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	14 (+2)	13 (+1)	4 (-3)	11 (+0)	13 (+1)

Saving Throws Dex +4, Con +3, Wis +2, Cha +3

Skills Perception +4, Stealth +4

Damage Immunities psychic

Senses darkvision 60 ft., passive Perception 14

Languages —

Challenge 2 (450 XP)

Psycho-Hypnotic Neck Frill. The nacreope can unfurl its neck frill as a bonus action. When a target that can see the nacreope's unfurled neck frill starts its turn within 30 feet of it, the target must succeed on a DC 11 Wisdom saving throw or be restrained as it begins to come under the nacreope's psychic influence. The restrained target must repeat the saving throw at the end of its next turn or become charmed; a successful save ends the psychic influence on the creature.

The charmed creature works diligently to follow a single imperative: leave some food and a shiny valuable, then depart the area and forget everything. The charm effect persists for up to 10 minutes, unless the effect is ended early by damage inflicted on the target.

Unless surprised, a target can avert its eyes to avoid the saving throw at the start of its turn. If the target does so, it can't see the nacreope until the start of its next turn, when it can avert its eyes again. If the target looks at the nacreope in the meantime, it must immediately make the saving throw.

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 7 (1d10 + 2) piercing damage plus 2 (1d4) psychic damage.

NAMNESIS

A namnesis appears to be composed of silvery, liquid metal. When disturbed or after it becomes aware of other creatures, a namnesis takes the rough shape of the nearest intruder, sometimes splitting the difference between multiple intruders in a horrific fashion. A namnesis attempts to follow the creature (or creatures) it mimics.

Communication by Memory Swap. A namnesis communicates by trading memories with targets it has mimicked. The target may realize they don't remember the town where they were born, who their parents were, or perhaps even their own name. Instead, brand-new memories have been inserted that are sometimes mundane, like the smell of a green flower growing in a meadow, and sometimes unbelievable, like the memory of a star exploding. The memories a namnesis trades seem random, though characters who are persistent might be able to gain specific memories from a namnesis that could aid them. A namnesis is intelligent and may negotiate to gain access to new memories whenever possible.

The GM is encouraged to come up with especially startling memories for a character who has had a memory swapped with the namnesis. The memory a character loses should be somewhat inconsequential such as the name of an NPC, the name of a nearby town, or that they already ate lunch. A namnesis may also attempt to remove a foe's memory of their initial meeting so it can slip away or try again, though this works only against a single foe without allies.

NAMNESIS

Medium aberration, chaotic neutral

Armor Class 17 (natural armor)

Hit Points 127 (17d8 + 51)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	16 (+3)	17 (+3)	16 (+3)	10 (+0)	11 (+0)

Saving Throws Dex +6, Con +6, Int +6

Skills Perception +3

Damage Resistances psychic

Condition Immunities charmed, exhaustion, unconscious

Senses blindsight 120 ft., passive Perception 13

Languages thousands including Common but can't speak

Challenge 7 (2,900 XP)

Memory Trade. When the namnesis makes a Memory Swap attack, it can choose to reduce the psychic damage from a successful attack to 0. The exchange of memories occurs normally.

ACTIONS

Multiattack. A namnesis makes three attacks: two with its slam and one with its Memory Swap.

Slam. Melee Weapon Attack: +6 to hit, reach 5 ft., one target. *Hit:* 14 (2d10 + 3) bludgeoning damage plus 4 (1d8) psychic damage.

Memory Swap. A target within 60 feet must succeed on a DC 15 Wisdom saving throw or take 16 (3d8 + 3) psychic damage. On a failed save the target must succeed on a DC 15 Wisdom saving throw or be stunned until the start of the namnesis's next turn. The GM makes a note of what memory the character loses (which the character is unlikely to realize until later) and what new memory is gained, the integration of which causes the stun.

Steal Capability (Recharge 5–6). A target within 60 feet must succeed on a DC 15 Wisdom saving throw or take 16 (3d8 + 3) psychic damage. On a failed save the target must succeed on a DC 15 Wisdom saving throw or be stunned until the start of the namnesis's next turn. During this period, the GM selects one ability from the affected target, which could be one spell, a special ability, or an attack that doesn't require a separate weapon. For the next 10 hours the namnesis has use of that capability. The character cannot use the stolen ability until after their next long rest. In this case, treat the namnesis as an 8th-level spellcaster whose casting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks).

REACTIONS

Last Swap. When reduced to 0 hit points, the namnesis makes one final Memory Swap attack before dying.

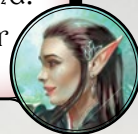


“Stop pulling my beard, Elmande; if we’d stopped in Fairleaf for an ale and a smoke, I’d remember it. It’s not like you to have me on. And while we’re on the topic of things not being quite normal, I’m suddenly recalling what must have been a dream last night, something I’d forgotten until now. I can’t quite describe it, other than to say it was like licking the color purple. Why are you looking at me like that?”

~Faim Trubeard, dwarf veteran and prospector

“I think there are too many ales or smokes you claim to have forgotten, my friend.”

~Elmande, elf mage and scholar



NEANIC

What if the mere sight of something could kill you? Posing such a question as a thought experiment is harmless—unless you inhabit a dimension where the idea of something and its literal reality are one and the same. And maybe that's how the horrific neanic came to be. For instance, disturbing something in an Ancients' cache could create a breach in reality that would let a neanic enter this plane of existence.

See It and Die. The neanic kills bodies and drains minds dry merely by being observed. The few who have survived an encounter with a neanic describe it as a warped, shadowed, and malicious version of themselves, showing them everything they most detest. If viewed by several people at once, the neanic becomes all the more horrific as its flesh writhes and bubbles to simultaneously reflect that which those who see it hate most in themselves.

It Knows Your Worst Secrets. The neanic knows the worst aspects of the character looking at it, and it delights in revealing that information to the character's allies, even as it kills them with its mere presence.

The visage of a neanic is a ghastly sight to behold. Its looks literally kill.



NEANIC

Medium aberration, chaotic evil

Armor Class 17 (natural armor)

Hit Points 60 (11d8+11)

Speed 30 ft., fly 60 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
14 (+2)	16 (+3)	12 (+1)	14 (+2)	12 (+1)	18 (+4)

Saving Throws Dex +6, Wis +4, Cha +7

Skills Perception +4

Damage Resistances bludgeoning, piercing, and slashing damage from nonmagical weapons

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

Senses truesight 60 ft., passive Perception 14

Languages all

Challenge 6 (2,300 XP)

Death Reflection. When a creature that can see the neanic's eyes starts its turn within 30 feet of the neanic, the creature is subject to the neanic's Drain Mind attack (with no action required on the neanic's part, and Drain Mind does not have

to be recharged for this use). Unless surprised, a creature can avert their eyes to avoid this attack. If the creature does so, they can't see the neanic until the start of their next turn, when they can avert their eyes again. If the creature looks at the neanic in the meantime, they are immediately subject to the attack. The Death Reflection ability can be used in addition to any Drain Mind attack. the neanic might make using its action.

ACTIONS

Multiattack. The neanic makes two slam attacks.

Slam. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 9 (2d6+2) bludgeoning damage plus 16 (3d10) psychic damage.

Drain Mind (Recharge 5–6). The neanic targets one creature it can see within 30 feet of it that has a mind. The target must succeed on a DC 15 Intelligence saving throw against this effect or take 11 (2d10) psychic damage and have their Intelligence score reduced by 3d6. The target is stunned if its Intelligence score is reduced to 0. Otherwise the reduction lasts until the target finishes a short or long rest.

NEDEN MASK

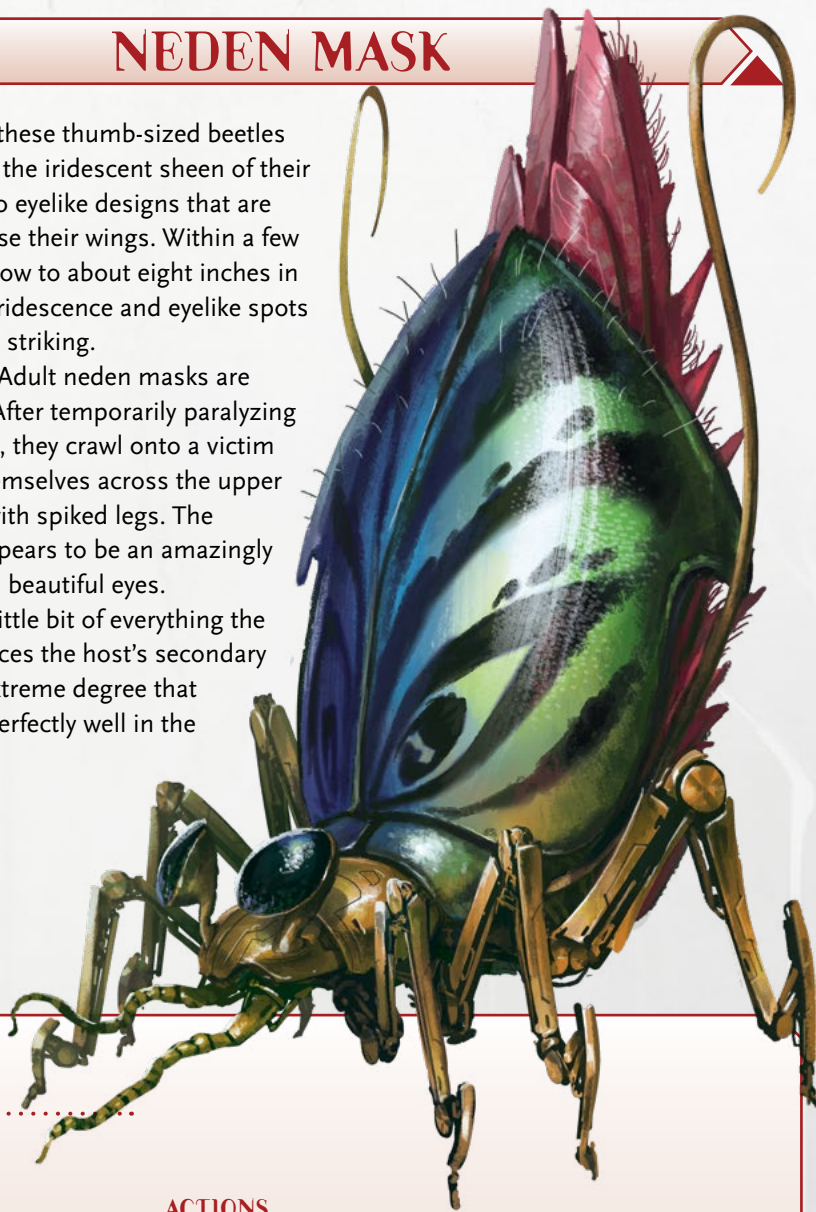
Even with the advantages of night sight and anonymity, having a giant insect spiked to your face that steals a bite from everything you eat is not for everyone.

The host has a dream that the neden mask laid eggs in its head. Or was it a dream?

When first hatched, these thumb-sized beetles are distinguished by the iridescent sheen of their carapace and the two eyelike designs that are visible when they raise their wings. Within a few months, juveniles grow to about eight inches in diameter, and their iridescence and eyelike spots become all the more striking.

Wearable Masks. Adult neden masks are beautiful parasites. After temporarily paralyzing their would-be hosts, they crawl onto a victim and firmly attach themselves across the upper portion of the face with spiked legs. The attached parasite appears to be an amazingly iridescent mask with beautiful eyes.

Thereafter, it eats a little bit of everything the host eats and enhances the host's secondary senses to such an extreme degree that the host can "see" perfectly well in the dark.



NEDEN MASK

Tiny monstrosity, unaligned

Armor Class 13

Hit Points 25 (7d4 + 7)

Speed 10 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
4 (-3)	12 (+1)	12 (+1)	2 (-4)	13 (+1)	12 (+1)

Senses darkvision 120 ft., passive Perception 11

Languages —

Challenge 1/2 (100 XP)

Symbiont. If a neden mask settles over a target's eyes and is allowed to remain, within 1d6 rounds, the target gains darkvision 120 ft., while retaining their normal eyesight, if any. If the mask is removed, the target loses the darkvision but can see as they normally would.

ACTIONS

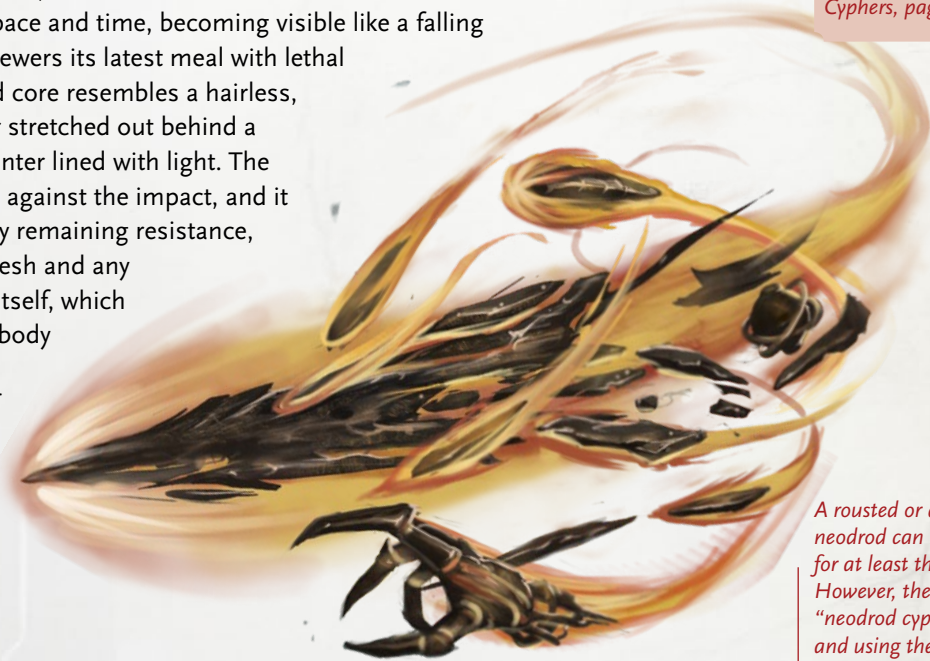
Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target.

Hit: 3 (1d4 + 1) piercing damage and the target must succeed on a DC 11 Constitution saving throw to avoid becoming paralyzed for one round. If the target is a Small or Medium humanoid, a failed save also means the neden mask alights on the paralyzed target's face. The target must repeat the saving throw at the end of their next turn. On a success, the effect ends and they can shoo off the neden mask as their action. On a failure, or if they choose not to shoo off the mask, the mask affixes itself over the target's upper face, inflicting an additional 3 (1d4+1) piercing damage. Removing an attached neden mask requires an action and inflicts 8 (3d4+1) piercing damage.

NEODROD

A neodrod's body isn't a discrete thing, like a regular creature's. A neodrod exists in pieces, scattered across the world and even far beyond it. Most of its parts superficially resemble cyphers. A neodrod's motivations are as alien as their odd form, making meaningful interaction with them all but impossible.

Peril of Finding a Piece. If a single cypher-like neodrod fragment is activated or sometimes just handled, the neodrod's core essence feels the connection and dives through space and time, becoming visible like a falling star right before it skewers its latest meal with lethal velocity. The neodrod core resembles a hairless, synth-skinned horror stretched out behind a massive metallic splinter lined with light. The neodrod is hardened against the impact, and it quickly deals with any remaining resistance, incorporating both flesh and any cyphers it finds into itself, which in turn become new body parts. Then it leaves those fresh pieces of itself behind. As long as at least one "neodrod cypher" remains, the neodrod will continue to exist.



A neodrod cypher seems and even acts just like a regular cypher. It's only after activation that the neodrod itself appears, striking from ambush from out of space and time.



Cyphers, page 40

A roused or defeated neodrod can be salvaged for at least three cyphers. However, they remain "neodrod cyphers," and using them in the future might summon the creature anew.

NEODROD

Large aberration, chaotic neutral

Armor Class 15 (natural armor)

Hit Points 85 (10d10 + 30)

Speed 0 ft., fly 60 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
17 (+3)	13 (+1)	16 (+3)	10 (+0)	10 (+0)	9 (-1)

Damage Immunities fire, poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses truesight 120 ft., passive Perception 10

Languages —

Challenge 4 (1,100 XP)

Rejuvenation. If any neodrod cypher remains active after the neodrod core is defeated, a new body forms in 2d10 days, with all the neodrod's hit points and abilities. The new body appears within 5 feet of the remaining (or one of the remaining, if more than one) neodrod cypher.

Space-Time Lunge (Recharges after a Long Rest). The neodrod appears within 10 feet of a target that activated an associated neodrod cypher—having dived through time and space to arrive with incredible velocity—and makes a skewer attack against the target as a bonus action. The neodrod has advantage on its Dexterity (Stealth) check to surprise its target. Any hit the neodrod scores against a surprised creature is a critical hit.

ACTIONS

Multiattack. The neodrod makes three attacks: one with its skewer and two with its claws.

Skewer. Melee Weapon Attack: +5 to hit, reach 10 ft., one target. *Hit:* 7 (1d8 + 3) piercing damage plus 22 (4d10) fire damage, or half as much fire damage with a successful DC 14 Constitution saving throw. In addition, the target is grappled (skewered, actually—the target's escape DC 13 has disadvantage). Until this grapple ends, the target is restrained and the neodrod can't skewer a different target.

Claws. Melee Weapon Attack: +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) slashing damage plus 5 (1d10) fire damage.

NIBOVIAN GUIDE

Nibovian guides are aliens who slip through time and space to interact with humans. (Humans specifically; they have little interest in other humanoids.) Since their study began, they have learned much of human nature, which allows them to emulate what humans love and want most in order to exploit that trust to their own ends.

Apparently Benign

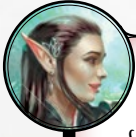
Helpers. Guides take the form of a seasoned human explorer claiming to be wise in a philosophy, a particular skill, or a hard-to-reach location. That wisdom is more than a mere claim; a guide can actually help a regular human explore higher truths, begin training in a new skill, or discover the route to a distant site, making themselves indispensable in the process.

Consequence of Trust.

Once trust is achieved, a guide chooses a receptive victim to cocoon. The cocoon's interior is larger than it appears. The cocooned victim slides down a transdimensional chute and through a hole in space that leads to Reeval, the name of the mysterious home dimension of the guides. Victims of a guide's cocoon are usually gone for good.

A Nibovian guide might help someone achieve new insights regarding a philosophical or spiritual conundrum, only to cocoon them and deliver them to Reeval a few days later.





“I met the most fascinating person yesterday, Faim! While you were down at the dig site checking on the rumors, I visited the market. I couldn’t find the reagents at first, but I did run into L rtrand. I’m not usually one for strangers, but he was so friendly and so knowledgeable. Thanks to him, I’m stocked up on quicksilver again.

I can’t wait to introduce you.”
~Elmande, elf mage and scholar

“I can’t wait. If he can show me to a tavern in this city that serves proper ale, I’ll count him a brother.”

~Faim Trubead, dwarf veteran and prospector



Because their inner workings are artificial, Nibovian guides can be salvaged to provide one or two cyphers.

Optional Rule: Intelligence (Ancients Arcana), page 7

NIBOVIAN GUIDE

Medium aberration, lawful evil

Armor Class 18 (natural armor)

Hit Points 71 (11d8 + 22)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	19 (+4)	15 (+2)	14 (+2)	13 (+1)	16 (+3)

Saving Throws Dex +7, Con +5, Int +5, Wis +4

Skills *Arcana* +5, Deception +6, Insight +6, Perception +4, Persuasion +6

Condition Immunities charmed, exhausted, frightened

Senses darkvision 120 ft., passive Perception 14

Languages Common

Challenge 5 (1,800 XP)

Dust of Trust. The guide releases subtle chemicals into the air that create a drug-like dependency in humans (not other humanoids) within 20 feet. For each hour that this exchange occurs, a character who fails a DC 14 Constitution saving throw feels motivated and positive about whatever the guide is helping out with, gaining advantage on any directly related task while the guide is present.

Too Much Dust. If a character is subject to a guide’s Dust of Trust for a total of 5 days (cumulative or consecutive), at the guide’s option, the character must succeed on one

additional DC 14 Constitution saving throw or collapse into unconsciousness for 1 hour. (Usually the guide enacts Spin Cocoon while the character is helpless.)

ACTIONS

Multiattack. The guide makes four shortsword attacks.

Shortsword. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage.

Spin Cocoon (Recharges 5–6). The guide uses spinnerets hidden in its mouth to wrap victims in white filaments. A Medium or smaller target within 5 feet must succeed on a DC 14 Dexterity saving throw or be cocooned. If a target was previously affected by the guide’s Dust of Trust, they have disadvantage on the save. A cocooned victim is restrained. As an action, the restrained target (assuming it is conscious) can make a DC 14 Strength check, bursting the cocoon on a success. The cocoon can also be attacked and destroyed (AC 10; hp 20; vulnerability to fire damage; immunity to bludgeoning, poison, and psychic damage; target takes half the damage inflicted on the cocoon). A target still cocooned after 1 hour is shunted to the mysterious dimension of Reeval, where they will face a fate unknowable to those left behind.

REACTIONS

Last Cocoon. When reduced to 0 hit points, the guide makes one final Spin Cocoon attack before dying.

NILBRE

Nilbres defy easy understanding. Their actions suggest that they love to instigate chaos and cause fear. They kill and torment other creatures, apparently for mere fun.

The Nexus. Every nilbre is accompanied by something that appears to be a starfish with four or more humanoid arms. Though physically independent, it's not actually a separate creature but rather an extension of the nilbre that moves on its own. Nilbres refer to this disassociated cluster of limbs as their "nexus." A nexus is perfect for creeping around and causing fear, but it never strays far from some kind of weapon of the numenera.

Fear Bringers. Nilbres are intelligent and sometimes negotiate, but they are sadistic to the extreme. Reasoning with them may seem to work, but it is usually just one more way for the nilbre to manipulate the situation so their eventual betrayal is all the more shocking.



A nilbre's nexus usually wields a massive electric blade, but it could just as easily wield some other relic.

The remains of a nilbre can be salvaged for a couple of cyphers and the very rare relic weapon its nexus wields, which requires attunement but has no depletion.

NILBRE

Medium aberration, chaotic evil

Armor Class 17 (natural armor)

Hit Points 85 (10d8 + 40)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	21 (+5)	18 (+4)	12 (+1)	12 (+1)	14 (+2)

Skills Perception +4, Stealth +8

Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons

Damage Immunities psychic

Condition Immunities charmed, frightened

Senses darkvision 60 ft., passive Perception 14

Languages several including Common

Challenge 6 (2,300 XP)

Frightful Presence. Each creature of the nilbre's choice that is within 30 feet of the nilbre and aware of it must succeed on a DC 13 Charisma saving throw or become frightened for 1 minute. A frightened creature repeats the saving throw at

the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the nilbre's Frightful Presence for the next 24 hours.

Nexus. The nilbre's nexus attacks as if part of the nilbre, despite being physically separate. The nilbre can sense the environment around its nexus using its regular senses as a bonus action. The nexus can move up to 30 feet from the nilbre in the same way that a normal creature moves a limb and doesn't require an action; greater distances are allowed, but that risks breaking the bond over time. However, if foes target the nexus for an attack (AC 18; 50 hp, speed 30 ft.), those attacks have disadvantage.

ACTIONS

Multiattack: The nilbre makes two attacks with its nexus, which wields an electric greatsword.

Nexus Wielding Electric Greatsword. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 12 (2d6+ 5) slashing damage, and the creature must succeed on a DC 15 Constitution saving throw or take 9 (2d8) lightning damage.

NILDIR

Nildir are creatures of endless hunger that slip between the folds of reality to hunt literally everywhere for their next meal.

Changed by Planar Travel. Once humanoid, nildir—also called “planar cannibals”—were exposed to one too many transdimensional transitions, planar bleeds, and perhaps even shocks to their ego. Mutated and hungry, planar cannibals hunt humanoids and other beings with knowledge that seasons the flesh, though anything alive—even recently so—will do. Whatever mind and personality the nildir had before its conversion is gone, even if some memories remain.

Its claws are murder-red, its horns corpse-white, its footprints flickering flames across the worlds.



Once changed, it is probably impossible that a planar cannibal could ever be returned to its former self, though suitably powerful numenera or magic might succeed.

Characters investigating a site of transdimensional activity, or who are traveling by themselves, might be attacked by someone the characters once knew to be a planar traveler, if applicable.

NILDIR

Large aberration, chaotic evil

Armor Class 15 (natural armor)

Hit Points 102 (12d10 + 36)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	13 (+1)	17 (+3)	11 (+0)	10 (+0)	6 (-2)

Saving Throws Str +7, Con +6

Skills Perception +3

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 60 ft., passive Perception 13

Languages —

Challenge 5 (1,800 XP)

Transdimensional Halo. A dimensional bleed surrounds a nildir like a halo. Each round, disquieting emotions, sounds, visions, and even physical objects appear out of nowhere and can afflict foes, or at least distract them. All attacks made against the nildir have disadvantage.

ACTIONS

Multiattack. The nildir makes two attacks: one with its bite and one with its claws.

Bite. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 15 (2d10 + 4) piercing damage. If the target is a humanoid, it must succeed on a DC 14 Constitution saving throw or take 15 (2d10 + 4) piercing damage immediately as the nildir vigorously chews.

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 20 (3d10 + 4) slashing damage, and the target is grappled (escape DC 14). Until this grapple ends, the target is restrained and the nildir can't claw a different target. If the target is a humanoid, the nildir uses Breach Plane as a bonus action, carrying the target with it to another plane if the grappled target fails a DC 14 Wisdom saving throw.

Breach Plane (Recharge 5–6). The nildir transfers into an alternate dimension, usually one it has previously visited. It leaves behind flickering footsteps that can be followed for one round if pursuers wish.

NORCROWN

These arboreal, apelike creatures might be mistaken for humanoids, but they are beasts of reasonable intelligence. They have very long arms, shaggy green-and-brown fur, and a wide nasal crest that sweeps upward into multiple ridged and fluted horns.

Hollow Horns. A norcrown's horns are hollow; the creatures can breathe through them (like a snorkel when swimming) and use them to create multiple piercing musical notes, which they use in combination as a very simple pseudo-language. These notes can be heard through forests for a mile or more.

Norcrows are intelligent animals. They can be social and are peacefully wary of nonthreatening visitors who offer them food. Someone who deciphers the meaning of their language-tones can communicate with them in very simple terms (stay, go, food, water, and so on).



NORCROWN

Medium beast, unaligned

Armor Class 16 (natural armor)

Hit Points 75 (10d8 + 30)

Speed 30 ft., climb 30 ft., swim 20 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	12 (+1)	17 (+3)	6 (-2)	10 (+0)	12 (+1)

Saving Throws Dex +3, Con +5

Skills Perception +2, Stealth +5

Damage Immunities poison, thunder

Condition Immunities poisoned

Senses darkvision 120 ft., passive Perception 12

Languages Norcrown

Challenge 2 (450 XP)

ACTIONS

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target.

Hit: 11 (2d6 + 4) piercing damage plus 3 (1d6) poison damage.

Thunder Horn (Recharge 5–6). The norcrown blasts pure sound in a 15-foot cone. Each creature in that area must make a DC 13 Constitution saving throw, taking 14 (4d6) thunder damage on a failed save and becoming stunned on their next turn. If the save is successful, the target takes half the damage and is not stunned.

*The horns, the stare,
the reaching arms;
In the canopy it hustles*

*The sound rakes the sky,
A groove of shrieks it rumbles*

*Leaf green, pounding its chest;
Thunder in your mind rumbles*

NULL-CAT

The null-cat is a massive quadruped predator that is deep gray in color. When not moving, the null-cat's crystalline fur seems to make it vanish into its natural surroundings. Its face is a star-shaped slit filled with motile teeth and flanked by five eyes laid out in a circle around the front of its head.

Biomechanical Omnivore. Null-cats are drawn to and drain items that use stored energy, though they supplement their energy requirement with the flesh of living prey. They kill, drag off, and bury their victims, storing the bodies to feed on later.

Null-cats drag off and bury their prey in shallow graves. If a character can locate a null-cat's pit, it is often filled with equipment and gear of victims, though any cyphers and relics recovered are drained and destroyed.



NULL-CAT

Huge monstrosity, unaligned

Armor Class 18 (natural armor)

Hit Points 230 (20d12 + 100)

Speed 60 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
27 (+8)	12 (+1)	21 (+5)	6 (-2)	13 (+1)	14 (+1)

Saving Throws Str +12, Dex +5, Wis +5

Skills Acrobatics +5, Athletics +12, Insight +5, Perception +6, Stealth +5

Damage Immunities lightning

Senses blindsight 10 ft., darkvision 60 ft., passive Perception 16

Languages —

Challenge 12 (8,400 XP)

Energized Crystal Fur (Recharge 5–6). A null-cat's fur is highly charged, allowing it to bend light around itself to turn invisible as a bonus action. This same effect generates a potent electrical charge. A creature that touches or makes a successful melee attack against a null-cat takes 5 (1d10) lightning damage.

ACTIONS

Multiattack. The null-cat makes one shocking claw attack and one Energy-Eating Field attack.

Shocking Claw. Melee Weapon Attack: +12 to hit, reach 10 ft., one target. **Hit:** 26 (4d8 + 8) slashing damage plus 5 (1d10) lightning damage and the target must succeed on a DC 18 Constitution saving throw or become paralyzed for 1d4 rounds.

Energy-Eating Field (Recharge 6). The null-cat exhales lightning in a 30-foot cone. Each target in that line must make a DC 18 Dexterity saving throw, taking 55 (10d10) lightning damage on a failed save or half as much damage on a successful one. In addition, each target must save on a DC 18 Constitution saving throw or the energy in one cypher on their person is drained, immediately healing the null-cat 10 hit points. If the target has no cyphers but carries a **relic**, the null-cat is healed 10 hit points and the target must roll for depletion on the relic.



Relics, page 45

NYCHTHEMERON

Hideous, inexplicable, and inhuman, the floating biomechanical being known as the nychthemeron haunts areas around certain ruins of the prior worlds. It has a peculiar nature dictated by the position of the sun. During the day, it is a dangerous, erratic hazard. At night, it becomes more peaceful but still can be a threat.

Time-Based Reaction to Others. Only during the latter part of the night will a nychthemeron interact. It speaks a variety of languages with a mechanical voice and, if approached peacefully, will engage with characters. However, it ignores their questions and asks its own—it wants to learn as much as it can about them and explains only by saying, “Data is needed.” At some point in the conversation—seemingly at random—it wanders off.

Ideally, the characters encounter a nychthemeron at different times of day. Perhaps it is startled early in the morning and fights before disappearing, then later returns with injections before vanishing again, and then finally visits the characters’ camp late at night to talk. They believe they might have befriended it, but it attacks again the next day. The nychthemeron is an enigma.



NYCHTHEMERON*Large aberration, chaotic neutral***Armor Class** 18 (natural armor)**Hit Points** 157 (15d10 + 75)**Speed** 0 ft., fly 60 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
20 (+5)	10 (+0)	21 (+5)	14 (+2)	11 (+0)	19 (+4)

Saving Throws Dex +4, Con +9, Wis +4, Cha +8**Skills** *Arcana* +10, History +10, Perception +8**Damage Immunities** poison, psychic**Condition Immunities** charmed, frightened**Senses** blindsight 30 ft., darkvision 120 ft., passive Perception 18**Languages** dozens including Common**Challenge** 9 (5,000 XP)

Time of Day Actions. The nychthemeron's abilities and outlook are based on the time of day (assuming a day of 12 hours of daylight and 12 of darkness—adjust according to seasonal variation, with more daylight in summer and less in winter).

First 3 hours after sunrise: Attacks immediately with Energy Barrage and then teleports at least a mile away as a bonus action. The nychthemeron has disadvantage on perception and Dexterity saves during this period.

Next 5 hours of daylight: Attacks immediately with Needle Tendrils. After at least one target is altered, the nychthemeron teleports at least a mile away as a bonus action. The nychthemeron has advantage on Dexterity saves during this period.

Next 4 hours of daylight: Attacks immediately with Energy Barrage. Fights to the death. The nychthemeron has advantage on Dexterity saves during this period.

First 6 hours of darkness: Does not immediately attack, but does not interact with anyone. Keeps its distance and observes. If attacked, it retaliates with Energy Barrage and then teleports at least a mile away as a bonus action.

Second 6 hours of darkness: Does not immediately attack and will interact with others. If attacked, it responds with Energy Barrage. Fights to the death. If killed, it detonates with the effect of one Energy Barrage, attacking all creatures in a 30-foot sphere centered on itself.

ACTIONS

Multiattack. The nychthemeron makes three ram attacks.

Ram. Melee Weapon Attack: +9 to hit, reach 10 ft., one target. **Hit:** 12 (2d6 + 5) bludgeoning damage.

Needle Tendrils (Recharge 5–6). A forest of needle-tipped tendrils bursts from the nychthemeron, injecting all creatures in a 30-foot sphere centered on the nychthemeron. Each creature in the area must succeed on a DC 17 Dexterity saving throw or take 21 (3d10 + 5) poison damage, or half that on a successful save. In addition, the target of a failed save immediately develops one **beneficial mutation**, one **harmful mutation**, and one **distinctive mutation**. These mutations last for 1 day.

Energy Barrage (Recharge 5–6). The nychthemeron emits electricity and fire in a 30-foot cone. Each creature in that area must make a DC 17 Dexterity saving throw, taking 28 (8d6) electricity damage and 28 (8d6) fire damage on a failed save or half as much damage on a successful one.

Teleport (Recharge 5–6). The nychthemeron teleports up to 3 miles away to a location it can see or has previously visited.

REACTIONS

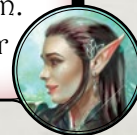
Tendrils Buffer. When the nychthemeron is hit by a ranged attack, it can emit a buffering forest of needle tendrils to increase its AC by 4 against that attack. If the attack misses because of this, the nychthemeron can choose a creature within 30 feet to become the target of a Needle Tendril attack. Instead of requiring a Dexterity save, use the ranged attack's original attack roll to determine if the tendrils hit the new target.



“Of all the creatures we’ve encountered that defy sense, this one is worst.”
~Faim Trubeard, dwarf veteran and prospector

“I don’t know that I agree. Yes, at first its reactions seem random. Certainly, when it attacked us suddenly after initially seeming to offer friendship, I was as surprised as you. But now that we’ve encountered it yet a third time, I’m starting to see a pattern. Well, that’s not strictly true; my divination spell on the topic suggests we look for a pattern.”

~Elmande, elf mage and scholar



Beneficial mutations,
page 131

Harmful mutations,
page 132

Distinctive mutations,
page 135

Optional Rule:
Intelligence (Ancients
Arcana), page 7

Scavengers can find
1d6 cyphers and one
or two oddities in the
wreckage of a destroyed
nychthemeron.

NYKAMONO

A large man passes a scrawled note to a character, offering private and personal information, but only if the character meets him alone.

A lumbering, doughy creature sometimes mistaken for a bald, immensely corpulent person, the nykamono plays up this exterior resemblance by wearing specially cut clothing, sometimes including a hood and gloves. If confronted in a location where it's not ready to feed, the creature feigns an inability to speak, though it can certainly understand.

Home to a Hungry Host. A nykamono's overweight shell is a facade, albeit a living one, for a colony of catlike lizards (called "ferals") with shining, lambent eyes and a taste for living flesh. A nykamono prefers to lead a selected victim somewhere private, where it splits open in what at first seems to be a horrific death act, allowing the ferals to range free to the length of their individual umbilicals, eat the victim until nothing but gore remains, then return into the flabby, man-shaped carapace.

NYKAMONO

Medium aberration, neutral evil

Armor Class 15 (natural armor)

Hit Points 90 (20d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	16 (+3)	10 (+0)	11 (+0)	13 (+1)	18 (+4)

Saving Throws Dex +6

Skills Deception +7

Damage Resistances bludgeoning, slashing, piercing

Condition Immunities charmed, exhaustion, frightened, paralyzed, poisoned

Senses darkvision 60 ft., passive Perception 11

Languages Common but only few can speak

Challenge 5 (1,800 XP)

Umbilical-Linked Ferals. The nykamono's ferals operate as though separate limbs, each of which can be attacked (AC 19; 10 hp) to sever them, though not to especially great effect since a nykamono can disgorge about thirty ferals. Severed ferals (AC 12, 15 hp) slink off to cocoon and turn into juvenile nykamonos within 1d6 months.

ACTIONS

Multiattack. The nykamono makes three feral attacks, or two feral attacks and one consume attack.

Feral. Melee Weapon Attack: +6 to hit, reach 20 ft., one target. *Hit:* 12 (2d8 + 3) piercing damage, and the target is grappled (escape DC 16). Three creatures can be grappled at a time.

Consume (Recharge 5–6). The nykamono disgorges extra ferals to feed on one target that is grappled. The target must succeed on a DC 15 Strength saving throw or take 27 (5d10) piercing damage.



ODLARK

An odlark's large head bears a serene, indulgent expression whether it's holding court on its favorite philosophical topic, tending to its grup vats, or laying into enemies with mental rays of force. Larger than humans but given to crawling on their many spiked legs instead of walking, odlarks can scuttle swiftly if necessary, moving across open ground or up a wall with equal facility.

Odlark Society. The creatures normally live in communities of their own kind, encysted within ancient ruins on earth's surface, underground, or floating in the void overhead. Odlarks are curious and learned. They love to discuss philosophy, politics, religion, the numenera, and myth and are happy to engage in trade, bartering the custom-made objects produced from their grup vats for numenera devices of all sorts.

Grup Vats. Odlarks culture organic machines (called "grup") in vats from which they fashion all manner of needful things, including structures, implements, and food. Everything produced from odlark vats has a slightly translucent, melted look and smells of ale. Like miniature factories, each grup vat teems with billions of nanomachines and can produce a wide variety of items. If a vat doesn't know how to produce a particular object, it can be trained to do so, either by injecting it with material from a different vat that does know how or by feeding it several copies of the item over a few weeks.



Odlarks can mentally manipulate objects within 10 feet—their solution for not having hands.

An odlark carries a couple of cyphers and other bits of equipment, all having the faintly translucent look of the grup vats.

Optional Rule: Intelligence (Ancients Arcana), page 7

ODLARK

Large monstrosity, neutral

Armor Class 15

Hit Points 52 (8d10 + 8)

Speed 30 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	16 (+3)	13 (+1)	16 (+3)	16 (+3)	17 (+3)

Saving Throws Dex +5, Wis +5

Skills *Arcana* +5, *History* +5, *Insight* +5

Senses darkvision 60 ft., passive Perception 13

Languages dozens including Common

Challenge 2 (450 XP)

Grup Fabrication. An odlark can reach into a nearby grup vat at will and produce a substance that solidifies to become a

mundane piece of equipment at need. Once per week it can produce a substance from a nearby grup vat that solidifies to become a cypher.

Cyphers. The odlark usually has two cyphers (one offensive and one defensive) available for use during an encounter. Choose the cyphers, or use the default: 1) a healing cypher that grants the odlark regeneration (10 hit points per round) for 1 minute; 2) a detonation cypher that can be thrown (range 20/60 ft.) as part of the same activation attack action. It explodes when it hits a creature or a solid object or surface (such as the ground). All creatures within a 10-foot-radius sphere must make a DC 13 Dexterity saving throw. A target falls asleep for 1 hour on a failed save.

ACTIONS

Telekinetic Bolt. *Ranged Weapon Attack:* +5 to hit, range 20/60 ft., one target. *Hit:* 19 (3d10 + 3) bludgeoning damage.

OLION

These humanoids have almost-normal humanoid heads. Their bodies, however, are a jumble of two to four other bodies—sometimes humanoid, sometimes not—fused together to create an awkward patchwork of legs, arms, limbs from weird creatures, and even a few half-fused but inactive heads.

Secluded from Others. Olions try to live in hiding, colonizing less desirable or hazardous areas that other creatures avoid, using the resources they can harvest to create small tribal communities. They are peaceful creatures, and most never take up weapons. Though peaceful, olions are wary of strangers. They'd rather not rely on their flesh-fusing ability. But . . .

Flesh-Fusing Instinct. For defense, olions fall back on their ability to fake death so thoroughly that their psychic trance affects their attackers with the same condition. When an olion wakes from its trance, attackers who fell into the trance are sometimes found fused with the olion's body. Because it's an instinct, a startled olion feels particularly bad when it triggers a death trance without due cause. Older olions might be convinced to un-fuse an accidentally absorbed stranger, but it would require a large payment or a service in return.



An olion can attempt a DC 10 Wisdom saving throw to avoid falling into a death trance and endangering allied non-olions.

OLION

Medium humanoid (olion), any chaotic

Armor Class 17 (natural armor)

Hit Points 77 (14d8 + 14)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	13 (+1)	13 (+1)	16 (+3)	15 (+2)	6 (-2)

Saving Throws Con +3, Wis +4

Skills Nature +6, Perception +4

Senses darkvision 60 ft., passive Perception 14

Languages Olion, some speak Common

Challenge 3 (700 XP)

Flesh-Fusing Death Trance. If a creature startles or attacks an olion and the olion is aware of the attack, the olion falls into a torpor indistinguishable from death for 1 minute. While in this trance, an olion gains a +5 bonus to AC, gains immunity

to poison, electricity, and cold attacks, and regenerates 2 hit points each round.

However, if any other creature is within 30 feet of the olion when it falls into this trance, each creature must succeed on a DC 13 Constitution saving throw to avoid a psychic compulsion. On a failed save, the creature begins falling into a similar death trance and is restrained. It must repeat the saving throw at the end of its next turn. On a success, the effect ends. On a failure, the creature is unconscious until the olion wakes. However, if the creature that failed its second save was within 5 feet of the olion, the target and olion become fused (or the target fuses with the nearest olion, if multiple are present). The target is essentially unrecoverable unless the olion (or olions) decide otherwise or until freed by the *greater restoration* spell, other magic, or numenera.

ACTIONS

Dagger. *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

OMATH RANGER

Human bodies stare with red eyes from inside translucent slabs of unmelting ice studded with unknown devices and machines—that's how the average character sees an omath. Each omath has a specialty, be it research, communication, or war, but all have the ability to speak telepathically, fly and swim via levitation, and interact with their surroundings via short-range telekinesis.

The Path of Force. Omaths who pursue the path of direct force are called rangers. They learn to unlock the latent functions of their metallic ice carapaces, gaining increased carapace integrity and various methods to inflict egregious damage on their foes. Omaths (both rangers and other varieties) are immune to a wide variety of environmental conditions and can operate in air, the ocean deeps, the vacuum of space, and several other hazardous environments without coming to immediate harm.

*The cold spurns death, giving life to the dead
frozen in solid coffins of ice.*

~Staven, wandering healer

Looting the remains of an omath yields a bounty of 1d6 + 1 cyphers and sometimes a relic or iron flesh, all made of metallic ice that doesn't melt until used or depleted.



Iron flesh, page 49



OMATH RANGER

Medium humanoid (Omath), lawful neutral

Armor Class 17 (natural armor)

Hit Points 68 (8d8 + 32)

Speed 0 ft., fly 30 ft. (hover), swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	12 (+1)	18 (+4)	21 (+5)	10 (+0)	12 (+1)

Saving Throws Dex +4, Con +7

Damage Resistances acid, cold, fire; bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities exhaustion, paralyzed, petrified

Senses blindsight 30 ft., darkvision 120 ft., passive Perception 10

Languages telepathy 120 ft.

Challenge 5 (1,800 XP)

Zero-Point Power. When the omath ranger falls to 0 hit points, the containment system defining the discrete edges of its frozen carapace fails. Creatures within 10 feet must make a DC 14 Dexterity saving throw, taking 14 (4d6) cold damage on a failed save or half as much damage on a successful one. Afterward the system dies.

ACTIONS

Multiattack. The omath ranger makes two kinetic ray attacks.

Kinetic Ray. Ranged Weapon Attack: +8 to hit, range 60/120 ft., one target. **Hit:** 12 (2d6 + 5) bludgeoning damage.

Variable Response (Recharge 5–6). The omath ranger's carapace allows it to tailor responses to a particular situation, including the following effects, which affect targets in a 20-foot cone.

Heat. Targets within the cone must make a DC 14 Dexterity saving throw, taking 22 (4d10) fire damage on a failed save, or half as much damage on a successful one.

Immobilization. Targets within the cone must succeed on a DC 14 Dexterity saving throw or become restrained in a layer of confining ice for 1 minute. Restrained targets can attempt a Strength (Athletics) check each round to break free.

Inhibition. Targets within the cone must make a DC 14 Wisdom saving throw. Those who fail the save lose all desire to attack the omath ranger for 1 minute. Affected targets can attempt a new saving throw if they take damage before the duration expires.

OORGOLIAN TESTER

No one knows the origin of the word "Oorgolian." It is thought to be a term from a tongue that is now long dead. Oorgolian testers are related to Oorgolian soldiers; in fact, the two are often confused.



Oorgolian soldier, page 212

Quasi-humanoid automatons known as Oorgolian testers interrogate the world, creatures, and the nature of reality itself with bizarre procedures and questions. Darting and alien in their movements, these mechanical entities stand only about four feet tall. They have four limbs, each of which ends in different style of hand, including one that resembles a frill of manipulative tendrils and another with a selectable series of injection needles.

Testing Procedure. Once a target is subdued, a tester asks a series of questions, some probing and some apparently nonsensical. If the tester believes the target hasn't answered a question to their best ability, it applies a shock.

Sample questions include the following: "What motivates you?" "Do fish get thirsty?" "Is green angrier than blue?" "Is a fly without wings a walk?" "What question do you not want to answer?"

Tester actions and motives don't always make sense. Sometimes they completely ignore creatures they find. Sometimes they try to interrogate new creatures and kill those they find wanting. Often they let test subjects go, save for a few tissue samples.

OORGOLIAN TESTER

Medium construct, unaligned

Armor Class 15 (natural armor)

Hit Points 60 (8d8 + 24)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	18 (+4)	17 (+3)	18 (+4)	16 (+3)	11 (+0)

Skills Perception +5, Insight +5

Damage Immunities poison, psychic

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 10 ft., darkvision 120 ft., passive Perception 15

Languages thousands including Common

Challenge 3 (700 XP)

ACTIONS

Finger Needle. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 6 (1d4 + 4) piercing damage plus 17 (5d6) poison damage and the target must make a successful DC 13 Constitution saving throw or be charmed by the tester for up to 1 hour. The charmed target won't attack the tester or move away from the tester under their own power. The charmed target answers any questions the tester puts to it. Whenever the charmed target takes damage, the target can repeat the saving throw. On a success, the effect ends and the target can't be charmed by a tester again for 24 hours.

Each Oorgolian tester's body contains 1d6 cyphers.



PHASIC

When you wake after a long sleep with a splitting headache, remembering no dreams, you may have consumed too many cups of strong drink the night before. Or perhaps you were the target of a phasic, a creature that sups upon the mind of prey at night, when they're least able to defend themselves.

Predators of the Mind. A phasic prefers to creep up on sleeping victims. A phasic is normally phased and immaterial, but when it feeds, it must become solid. That's when it's revealed as a tick-like creature with disturbingly human eyes and writhing tendrils perfect for burrowing into skulls. Although only about a foot in diameter, a phasic is still not what you want to see perched on a comrade's sleeping head as your rouse from your own dreamless slumber.

When phasics swarm, they each contribute enough neurons to briefly create a group mind intelligence.



PHASIC

Tiny aberration, unaligned (chaotic evil in a swarm)

Armor Class 15 (natural armor)

Hit Points 55 (10d4 + 30)

Speed 20 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	18 (+4)	17 (+3)	2 (-4)	16 (+3)	6 (-2)

Skills Perception +5, Stealth +6

Senses blindsight 10 ft., passive Perception 15

Languages —

Challenge 3 (700 XP)

Incorporeal Movement. The phasic can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object, and is moved out via the nearest edge into an unoccupied space.

ACTIONS

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage plus 17 (5d6) psychic damage. The target must make a successful DC 13 Constitution saving throw. On a failed save, and if sleeping, blinded, or otherwise distracted from visual confirmation, the target does not feel the bite.

Individual phasics act like animals looking for a meal. But when phasics swarm, the group mind created is an individual that has existed for aeons, one at war with another of its kind for past transgressions.

QUAR BASTION

A quar bastion might be mistaken for just one more weird tower, another ruin among many, at least until it moves. From a distance, it might seem like the tower is just sliding along the ground. But once the tower closes the distance, it's revealed as a massive machine moving by dint of extending coiling tendrils made of thousands of tiny interconnected machines.

A quar bastion's internal automatons repair and maintain it, unless shorted out.

Standing six stories high, a quar bastion is mostly a solid mechanism, though it might contain a few chambers that are *not* filled with teeming servitor machines.

Unstoppable. Quar bastions normally move along straight lines for months at a time before pausing, then moving off in some other direction. Anything that doesn't get out of its way—a creature, a structure, or a village—risks being plowed under.





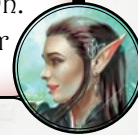
“See that? There’s a candle or a torch burning behind those windows. Sure is flickering a lot.”

~Faim Trubeard, dwarf veteran and prospector

“The flickering is too rhythmic to be fire. See the way it pulses in time? It’s cycling, like it’s trying to tell us something. It’s the strangest thing. I actually feel calmer the longer I watch. Even though some part of me wants to look away, I find that I really just don’t—Faim, put me down!

Can’t you see I was studying the light in the tower? . . . Oh.”

~Elmande, elf mage and scholar



Sometimes other creatures ride in a quar’s empty chambers. They might emerge to help the character or join in the defense of the bastion.

QUAR BASTION

Gargantuan construct, unaligned

Armor Class 14 (natural armor)

Hit Points 232 (15d20 + 75)

Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
26 (+8)	10 (+0)	20 (+5)	13 (+1)	10 (+0)	10 (+0)

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 10 ft., passive Perception 10

Languages —

Challenge 12 (8,400 XP)

Hypnotic Patterns. The various crystal inlays and transparent panes on the quar bastion’s exterior constantly blink and cycle hypnotically. If the quar bastion is in dim light or darkness, a creature within 30 feet that looks at it must succeed on a DC 17 Wisdom saving throw or be stunned until the end of its next turn. Unless surprised, a creature can avoid the saving throw by choosing to avert its eyes at the start of its turn. A creature that averts its eyes can’t see the quar bastion until the start of its next turn, when it can choose to avert its eyes again. If the creature looks at the quar bastion in the meantime, it must immediately make the saving throw.

Regeneration. The quar bastion regains 10 hit points at the start of its turn. If the quar bastion takes lightning damage, this trait doesn’t function at the start of the quar bastion’s

next turn. The quar bastion dies only if it starts its turn with 0 hit points and doesn’t regenerate.

Siege Monster. The quar bastion deals double damage to objects and structures.

ACTIONS

Multiattack. The quar bastion makes two attacks: one with its Engulfing Tendril attack and one with its Constricting Tendril.

Engulfing Tendril. *Melee Weapon Attack:* +12 to hit, reach 10 ft., one target. *Hit:* 21 (3d8 + 8) bludgeoning damage. If the target is a Huge or smaller creature, it must succeed on a DC 18 Dexterity saving throw or be pulled inside and engulfed within the tower. An engulfed creature is blinded and restrained, has total cover against attacks and other effects outside the tower, and takes 21 (6d6) bludgeoning damage at the start of each of the quar bastion’s turns from the teeming mechanisms inside. If the quar bastion takes 30 damage or more on a single turn from a creature inside it, the quar bastion must succeed on a DC 15 Constitution saving throw at the end of that turn or expel all engulfed creatures, which fall prone in a space within 10 feet of the quar bastion. If the quar bastion dies, an engulfed creature is no longer restrained by it and can escape from the construct by using 20 feet of movement.

Constricting Tendril. *Melee Weapon Attack:* +12 to hit, reach 15 ft., one target. *Hit:* 27 (3d12 + 8) bludgeoning damage, and the target is grappled (escape DC 18). Until this grapple ends, the target is restrained. The quar bastion can grapple multiple foes at once, fashioning new tendrils composed of linked tiny machines as the need arises.

“I don’t remember seeing that tower yesterday.”

~Faim Trubeard, dwarf veteran and prospector

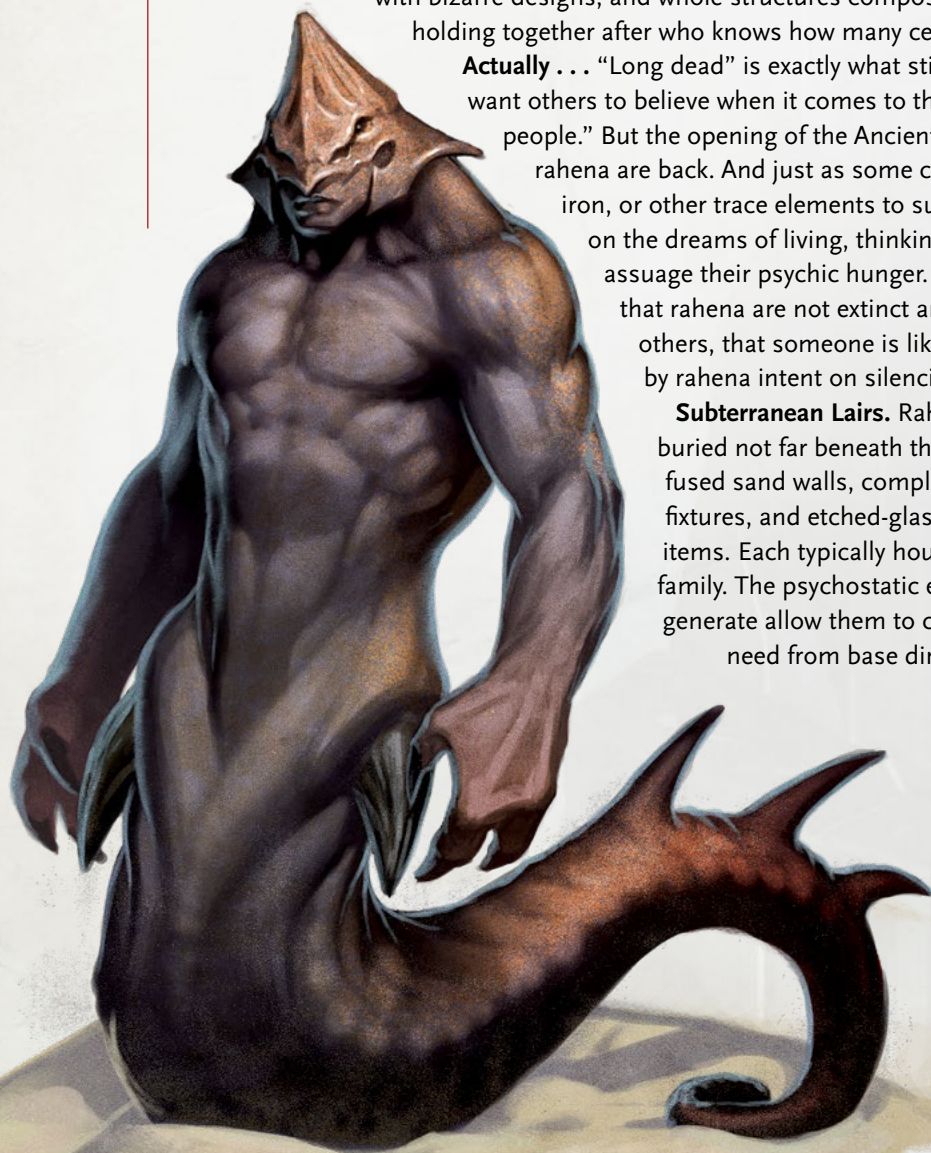
RAHENUM

An adult rahenum's wedge-shaped head allows it plow through silt and gravel. Its powerful hands can scoop and scull through earth, and its whiplike flagellum provide immense motive power for diving through semisolid ground. Despite its obvious physical attributes, its mind is its most powerful weapon. A rahenum can sift through the thoughts and dreams of other creatures, generate electrostatic fields that mold sand and similar material into new shapes, and even give pseudolife to constructs created from sand or soil.

Extinct. Dead and petrified rahena are occasionally found in shifting drifts of sand and broken earth. Such mineralized corpses suggest that, at least in the far past, certain humanoids could live and swim underground. Other rahenum cultural relics include sandstone sculptures of implements and life-sized creatures, colored glass panes etched with bizarre designs, and whole structures composed of sand still holding together after who knows how many centuries.

Actually . . . "Long dead" is exactly what still-surviving rahena want others to believe when it comes to the idea of "sand people." But the opening of the Ancients' vaults means rahena are back. And just as some creatures need salt, iron, or other trace elements to survive, rahena depend on the dreams of living, thinking creatures to assuage their psychic hunger. If someone discovers that rahena are not extinct and begins to tell others, that someone is likely to receive a visit by rahena intent on silencing the gossip.

Subterranean Lairs. Rahenum enclaves, buried not far beneath the surface, feature fused sand walls, complex glass lighting fixtures, and etched-glass decorations and items. Each typically houses one extended family. The psychostatic energy that rahena generate allow them to create simple items at need from base dirt, silt, or sand.



About once a year, rahena all across the world gather in the ruins of an abandoned city their ancestors inhabited far below the surface. There they mingle minds, forming a group consciousness of amazing acumen referred to as the Merge. Among other things, the Merge creates the seeds for the next rahenum generation.

RAHENUM

Medium humanoid (rahenum), chaotic neutral

Armor Class 16 (natural armor)

Hit Points 127 (15d8 + 60)

Speed 30 ft., burrow 30 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	17(+3)	18 (+4)	10 (+0)	13 (+1)	10 (+0)

Saving Throws Dex +6

Skills Insight +4, Perception +4, Stealth +6

Damage Resistances fire

Condition Immunities paralyzed, poisoned, prone

Senses blindsight 30 ft., darkvision 120 ft., passive Perception 14

Languages Rahenum

Challenge 7 (2,900 XP)

Camouflage. A rahenum's coloration and shape lend to its stealth, granting the creature advantage on all Dexterity (Stealth) checks while it's in a natural underground area, on a surface area devoid of growth, or in a similar environment.

Dreamburn. When a rahenum inflicts damage with Psychostatic Blast, instead of inflicting psychic damage, it can have those who fail their save fall unconscious for 1 hour. (The attack still

inflicts lightning damage.) On the following round, the target can attempt another DC 15 Intelligence saving throw to rouse itself; on a failed save, it remains unconscious for the full hour or until woken by an outside circumstance.

ACTIONS

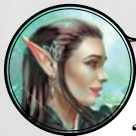
Multiattack. The rahenum makes three attacks: one with its ram, one with its claw, and one with its tail puncture.

Ram. Melee Weapon Attack: +7 to hit, reach 10 ft., one target. **Hit:** 15 (2d10 + 4) bludgeoning damage.

Claw. Melee Weapon Attack: +7 to hit, reach 5 ft., one target. **Hit:** 22 (4d8 + 4) slashing damage.

Tail Puncture. Melee Weapon Attack: +7 to hit, reach 10 ft., one target. **Hit:** 15 (2d10 + 4) piercing damage and the target must succeed on a DC 15 Constitution saving throw or take 7 (2d6) poison damage at the start of each of its turns for 4 rounds. The creature can repeat the saving throw at the end of its turns, ending the effect on itself on a success.

Psychostatic Blast (Recharge 5–6). The rahenum releases a 15-foot cone of glowing psychostatic energy. Each target in this area takes 14 (4d6) psychic damage and 14 (4d6) lightning damage; a successful DC 15 Intelligence saving throw reduces the damage by half.



"I'm disappointed that our discovery of these fascinating 'sand people' ends with the news of their extinction."
~Elmande, elf mage and scholar

"Actually, I wouldn't be so sure. Look over there. To unpracticed eyes, those surfaces may look like the eroded foundations of a crumbled city. But I recognize certain signs in the stone, given my heritage. I don't often play the 'dwarf rune,' as they say, but trust me when I say that if these creatures were gone, they are now apparently back."

~Faim Trubeard, dwarf veteran and prospector



RANGIFER BLIGHT

Rangifer blight act like animals and are not intelligent. They move to evade potential predators, but if they sense they are being driven out of a range that has food, they turn and attack.

A roaming herd of rangifer blight is nearly the last thing a community wants to see. These obviously tainted creatures—pocked with acidic pustules, diseased warts, and an always-mutating array of biomechanical malevolence—harm the landscape by their very presence.

Toxic Presence. Though the creatures are mostly herbivores, preferring to graze on roots and fungi, they also destroy any environment they wander into by poisoning plants, infecting other animals, and acidifying natural water sources. Thus, herds of rangifer blight always seek new ranges long before their feeding requirements would otherwise force them to move on.

Culling a herd of rangifer blight is dangerous. Most communities prefer to drive them off rather than risk direct contamination. A few particularly benevolent people have tried to capture and cure individual rangifer blight, but without much success.

RANGIFER BLIGHT

Medium beast, unaligned

Armor Class 13

Hit Points 75 (10d6 + 40)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	17 (+3)	18 (+4)	4 (-3)	12 (+1)	7 (-2)

Saving Throws Dex +5

Damage Immunities Acid, poison

Condition Immunities poisoned

Senses darkvision 60 ft., passive Perception 11

Languages —

Challenge 1/2 (100 XP)

Disease Aura. A creature that touches the rangifer blight or that hits it with a melee attack while within 5 feet of it must make a DC 14 Constitution saving throw. On a failure, the creature is diseased for 1d4 hours. The diseased creature gains a level of exhaustion.

Toxic. As a bonus action when killed, the rangifer blight emits a final Poison Breath, even if not charged.

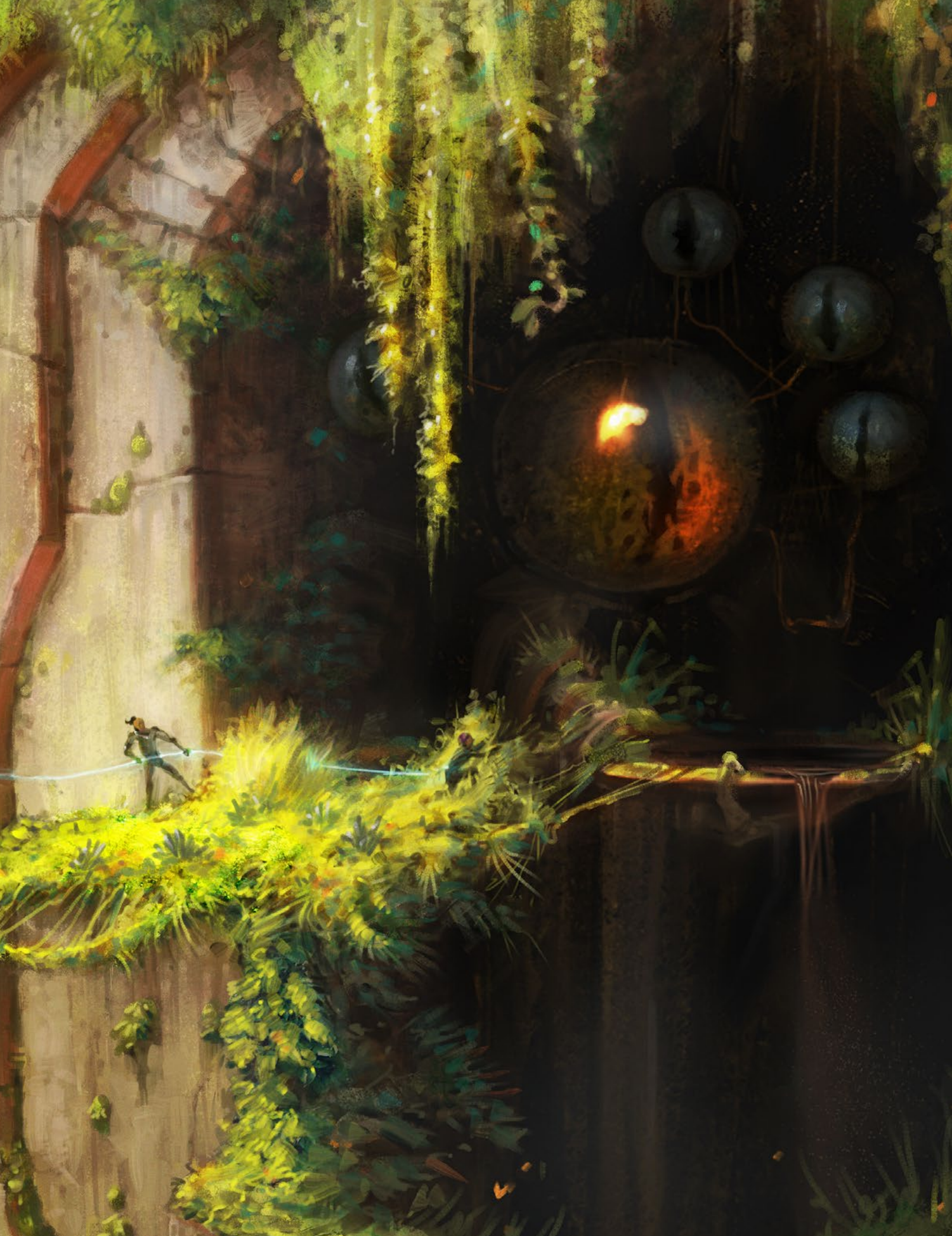
ACTIONS

Acidic Antler Gore. Melee *Weapon Attack*: +5 to hit, reach 5 ft., one target. *Hit*: 5 (1d4 + 3) piercing damage and 3 (1d6) acid damage.

Poison Breath (Recharge 5–6). The rangifer blight can emit a cloud of toxic gas in a 15-foot cone. A creature caught in the cloud becomes poisoned for 1 minute and must make a successful DC 14 Constitution saving throw or become stunned for 1d6 rounds.

The remains of a rangifer blight are poisonous and acidic, but if salvaged and decontaminated, they can yield a couple of cyphers.





REDINTEGRAD

Visages twenty-five feet or more in diameter carved from ivory synth and milky crystal tumble through broken worlds in the void and lie buried beneath layers of earth and time. These enormous forms resemble humanoid faces painted with bizarre patterns of pulsing light that seem almost artistic, as if they might be magnificent decorations from a bygone age. That facade shatters the moment these forms open their eyes.

Dangerous Visages. Redintegrads have endured uncounted aeons of existence, which have apparently eroded their minds to the point where only rage remains. Whatever their origin, redintegrads are crazed engines of destruction. A wakeful redintegrad is a raging redintegrad unless something unexpected catches its attention, causing it to relieve a past memory or fall back into immobile somnolence.



REDINTEGRAD*Gargantuan construct, chaotic neutral***Armor Class** 18 (natural armor)**Hit Points** 232 (16d20 + 64)**Speed** 0 ft., fly 60 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
20 (+5)	19 (+4)	18 (+4)	13 (+1)	18 (+4)	14 (+2)

Saving Throws Str +11, Wis +10, Cha +8**Skills** Insight +10, Perception +10**Damage Immunities** poison**Condition Immunities** blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned**Senses** blindsight 120 ft., darkvision 60 ft., passive Perception 20**Languages** thousands but can't speak due to rage**Challenge** 18 (20,000 XP)**Legendary Resistance (3/Day).** If the redintegrad fails a saving throw, it can choose to succeed instead.**Magic Weapons.** The redintegrad's weapon attacks are treated as if magical.**ACTIONS****Multiattack.** The redintegrad makes three melee attacks or three ranged attacks.**Ram.** *Melee Weapon Attack:* +11 to hit, reach 10 ft., one target. *Hit:* 14 (2d8 + 5) bludgeoning damage plus 7 (2d6) force damage. If the target is a creature, it must succeed on a DC 19 Strength saving throw or be knocked prone.**Force Bolt.** *Ranged Weapon Attack:* +10 to hit, range 150/600 ft., one target. *Hit:* 22 (4d8 + 4) force damage.**REACTIONS****Deflect.** The redintegrad adds 6 to its AC against one attack that would hit it. To do so, it must see the attacker.**LEGENDARY ACTIONS**

The redintegrad can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. The redintegrad regains spent legendary actions at the start of its turn.

Strike. The redintegrad makes a ram attack or a force bolt attack.**Move.** The redintegrad moves half its speed.**Force Bubble (Costs 2 Actions).** The redintegrad fires a beam of force at one creature it can see within 60 feet, which must succeed on a DC 16 Dexterity saving throw against this magic or be encapsulated in a bubble of force for up to 1 hour, or until the redintegrad uses this ability again (which dissolves the first force bubble.)**REDINTEGRAD'S LAIR**

If explorers find a redintegrad lair, it is usually deep within the ancient heart of a primordial ruin.

LAIR ACTIONS

On initiative count 20 (losing initiative ties), the redintegrad takes a lair action to cause the following effect; however, it can't take this lair action two rounds in a row:

- The redintegrad chooses a point it can see within the lair. Red-hot liquid metal erupts from the ground in a 20-foot radius surrounding that point, creating difficult terrain. Any creatures in the area at the start of their turn, or who enter the area for the first time on a turn, must make a successful DC 15 Dexterity saving throw or become restrained by the viscous burning material and take 13 (3d8) fire damage each round. A creature can be freed if they or an adjacent ally uses an action to make a successful DC 15 Strength check. This effect lasts until the redintegrad uses this lair action again or is destroyed.

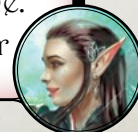


"These facades are beyond our experience and perhaps our conception. Even gods might fear such beings."

~Faim Trubeard, dwarf veteran and prospector

"Some dragons, perhaps. But for all their power, these redintegrads are not gods. Inscrutable, perhaps, and without consideration for mortal flesh. But do not dismiss the divine of our own time."

~Elmande, elf mage and scholar



Paradoxically, being encapsulated in a force bubble keeps the target safe from the redintegrad's ram attacks. However, the air begins to run out near the end of the one-hour duration.

Redintegrads are usually found near sites rich in the numenera.

RELEASED, THE

Once humanoid, the released have varied personalities, but most seek a surcease of the pain that constantly afflicts them—and answers. They'd do nearly anything for a promise of relief for either of these two needs.

Where they were released from, who took them, and why—all that has been burned out of the minds of the released. Pain wracks them, as do sudden mood shifts that veer wildly between extreme fear and extreme aggression. Physically the released are more impressive than they were prior to their disappearance. The artificial second skin provides protection, toughness, and additional abilities, though most released would give it up in a second if they could go back to their old lives.

Caught, Tested, and Released. When the released appear wandering in the mountains, the fringes of civilization, or the streets of large cities, they have a years-long gap in their memories. They're also wrapped in strange metals fused to their skin, hiding their features even from themselves. Although they remember their lives before their memory lapse, the released find that their families have usually moved on after their unexpected disappearance and, just as hurtful, often don't recognize the released for who they claim to be, thanks to the metal and synth second skin that won't come off.

Desperate Straits Lead to Desperate Acts. Bereft of their former lives, uncertain what or who tortured and changed them, and without a bridge to a new life, the released tend to become mercenaries or bandits. A few work through the pain and decide to go looking for whatever organization or entity stole them away for so long, only to return in a mentally broken state.



THE RELEASED

Medium humanoid, chaotic neutral

Armor Class 16 (natural armor)

Hit Points 92 (16d8 + 20)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	22 (+6)	13 (+1)	14 (+2)	15 (+2)	9 (-1)

Saving Throws Con +4

Damage Resistance bludgeoning, piercing, and slashing from nonmagical weapons

Senses blindsight 60 ft., darkvision 120 ft., passive Perception 12

Languages usually Common

Challenge 6 (2,300 XP)

ACTIONS

Multiattack. The released makes three slam attacks.

Slam. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 14 (2d10 + 3) bludgeoning damage, and the target loses 1 hit point from bleeding at the start of each of its turns for 6 rounds unless it receives healing. Bleeding damage is cumulative; the target loses 1 hit point per round for each bleeding wound it has taken from the released.

Whirlwind Blades (Recharge 5–6). The released makes a slam attack against every target in a 15-foot sphere centered on itself.

RHADAMANTH

Floating mechanisms slightly taller than a human might be simple devices. Then again, they might be rhadamanths.

Judge, Jury, and Executioner. Rhadamanths are stern judges of reality, natural laws, and living creatures. When they appear, they pass sentence on creatures and objects for their past deeds. Why those past deeds deserve punishment isn't always apparent to humans. For instance, a rhadamanth might appear and pass sentence on a character for "violating ten degrees of freedom under stochastic conditions" or similar apparent nonsense. On the other hand, a rhadamanth might also punish a character who has recently lied or betrayed another.

A rhadamanth has a chameleonlike ability to evade detection and simply observe its surroundings, looking for those who violate its parameters—until it acts and its long psychic claw flares with energy.

RHADAMANTH

Medium construct, chaotic neutral

Armor Class 16 (natural armor)

Hit Points 102 (12d8 + 48)

Speed 0 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	14 (+2)	19 (+4)	21 (+5)	13 (+1)	7 (-2)

Skills Insight +5, Perception +5, Stealth +8

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 120 ft., passive Perception 15

Languages a handful including Common

Challenge 6 (2,300 XP)

Chameleon Wrap. The rhadamanth has advantage on Dexterity (Stealth) checks. If the rhadamanth moves half its speed or less, attacks made against it before the start of the rhadamanth's next turn have disadvantage.

ACTIONS

Multiattack. The rhadamanth makes two psychic claw attacks.

Psychic Claw. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. *Hit:* 24 (3d12 + 5) slashing damage. If the target is a Medium or smaller creature, it is grappled (escape DC 15). Until this grapple ends, the target is restrained and the rhadamanth can't claw another target. Each round a target begins its turn grappled by the rhadamanth, it takes 24 (3d12 + 5) psychic damage.



A rhadamanth can be salvaged for one or two cyphers, though doing so likely draws another rhadamanth, one per cypher salvaged.

RORATHIK

Released by some Ancients' vaults are blue clouds of a particulate matter that move almost with a semblance of sentience. Humans—and other humanoids—who have encountered this mist are transformed into hideous creatures possessed of physical might, thick bluish hides, and mandibled mouths.

Motive: Murder. These physically transformed creatures, called rorathiks, are psychologically transformed as well. They become addicted to murder and death. Hunting and slaying consumes their every thought, and like most addictions, the need escalates. In the case of a rorathik, however, this escalation is not in the amount of murder but in the difficulty. While a newly transformed rorathik kills every small animal it comes upon, soon it lusts after intelligent prey that can fight back. As time goes on, the killer desires to take more and more difficult lives. This can be measured by the ability of the target to defend itself or in the challenge of reaching the target, such as the mayor of a large city.

Reasoning with a rorathik is difficult. Although they are skilled stalkers and fighters, they are not particularly intelligent and have a very limited ability to communicate effectively. Rorathiks respect physical prowess and might, but such intimidating displays only encourage them to consider a creature an even more desirable target.



Rorathiks loot the corpses of those they slay, so they likely have 3d10 gp, 1d6 cyphers, and perhaps a relic or iron flesh. All devices they possess would be those they can use in their murderous tasks.

RORATHIK

Medium humanoid (rorathik), chaotic evil

Armor Class 17 (natural armor)

Hit Points 127 (15d8 + 60)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	16 (+3)	18 (+4)	10 (+0)	16 (+3)	8 (-1)

Skills Athletics +8, Perception +9, Stealth +6

Damage Immunities lightning, poison, thunder

Condition Immunities poisoned

Senses darkvision 60 ft., passive Perception 19

Languages a few know Common

Challenge 8 (3,900 XP)

Chosen Target. As a bonus action, the rorathik can select a target it can see as its chosen target. All attacks the rorathik makes against its chosen enemy have advantage, and all saves the

chosen target makes against the rorathik have disadvantage. A rorathik can have only one chosen target at a time.

ACTIONS

Multiattack. The rorathik makes four attacks: three with its longsword and one with its bite.

Longsword. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 9 (1d8 + 5) piercing damage.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 18 (2d12 + 5) slashing damage and the target must succeed on a DC 16 Constitution saving throw or take 10 (3d6) poison damage.

Death Lunge (Recharge 5–6). The rorathik moves its speed and makes a multiattack. All its attacks have advantage when this ability is used, even against a creature that is not the rorathik's chosen target.

ROUMMOS

A roummos is a living, animate, free-roaming extradimensional space. The entity—roughly fifteen feet in diameter—has a transdimensional corona like midnight fire framing an interior that resembles a folded, pulsing, wet cavern. To someone with intimate knowledge of anatomy, the image looks like nothing so much as the inside of a giant stomach.

Hungry Living Dimension. The more a roummos eats, the larger it grows. Once it grows to twice its original size, it enters a period of torpor lasting several months and then splits into two normal-sized roummoses, each of which begins the process of reproduction anew.

When Planar Travel Goes Wrong. Some devices of the Ancients grant access to other dimensions. But through mishap (or possibly by design), some open a portal to a strange, wet cavern—a portal that seems to take on a life of its own.

*"Is that an insect swarm?
A cloud moving against
the wind? Whatever it
is, it's coming this way."*

*The roummos does not
speak or respond to
inquiries, and telepathic
communication yields no
results. But a roummos
is not mindless; it can
learn from its experiences
and figure out creative
solutions to problems.*



ROUMMOS

Huge aberration, chaotic neutral

Armor Class 15

Hit Points 93 (11d12 + 22)

Speed 0 ft., fly 60 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
15 (+2)	20 (+5)	15 (+2)	7 (-2)	13 (+1)	7 (-2)

Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons

Damage Immunities necrotic, poison

Condition Immunities charmed, exhaustion, grappled, frightened, paralyzed, petrified, poisoned, prone, restrained, unconscious

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 11

Languages —

Challenge 6 (2,300 XP)

Flickering Manifestation. The roummos flickers in and out of sight, and ranged weapon attacks against it are made with disadvantage.

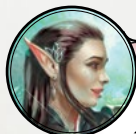
Phased Form. The roummos can enter a hostile creature's space and stop there. Alternatively, it can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside a solid object.

ACTIONS

Digestive Tendril. *Melee Weapon Attack:* +8 to hit, reach 0 ft., one target. *Hit:* 12 (2d6 + 5) bludgeoning damage plus 14 (4d6) acid damage. If the target is a creature, it must succeed on a DC 15 Dexterity saving throw or be swallowed whole. The target is blinded and restrained, has total cover against attacks and other effects outside the roummos, and takes 14 (4d6) acid damage at the start of each of the roummos' turns. If the roummos takes 20 damage or more during a single turn from a creature inside it, the roummos must succeed on a DC 16 Constitution saving throw at the end of that turn or regurgitate the swallowed creature, which falls prone in a space within 5 feet of the roummos. The roummos can have three Medium-sized creatures or four Small-sized creatures swallowed at a time. If the roummos dies, a swallowed creature is no longer restrained by it and can escape from the corpse using 5 feet of movement, exiting prone.

Satiated Jump (Recharges after a Short Rest). The roummos transports itself to a different plane of existence, an ability it can use as an action, or as a bonus action after it swallows a victim. Swallowed victims are allowed a DC 16 Wisdom saving throw to avoid being transferred to a different plane. On a success, they appear prone where the roummos just was.

If a roummos is destroyed, objects within the limited dimension fall to the ground. They usually include oddities and cyphers.



"We have a new commission, Faim. A wizard has lost his tower. I took the liberty of checking into it while you were away visiting your nephew. It seems that the lost tower may have been swallowed by a creature. But not an ordinary creature—a living plane of existence. A small one, I grant you, but think of it! What does it mean for an extradimensional space to be alive? To be alive it must respond to its environment, it must grow and change, and it must reproduce! But I wonder, does it dream and aspire to improve its lot?"

~Elmande, elf mage and scholar

"My only question is whether it eats dwarves and elves."

~Faim Trubeard, dwarf veteran and prospector



RURTALIAN

The rurtalian is a squat, four-foot-tall creature with two limbs and a massive, pulsating sensory apparatus surrounded by a wreath of smaller sensory organs and seemingly little else. These things are a strange combination of eyes, ears, and olfactory apparati. They can project destructive rays that render matter into paste. If it is organic paste, the rurtalian can then feed on it through its skin. It does not otherwise need to breathe, drink, or sleep.

Part of a Larger Organism. The rurtalian that most creatures see is the physical part of a dual organism. In fact, it's an artificially engineered bio-construct to which psychic explorers of the Ancients tied themselves. The mental aspect explores the reaches of the extraterrestrial and ultraterrestrial space, while the physical aspect (the rurtalian) remains behind so that its psychic-energy counterpart does not disincorporate. But with the rurtalian physical aspect—engineered to serve its role and remain alive—the mental aspect is free to spend what other creatures would call lifetimes loose in the boundless reaches of the multiverse.

Although the mental aspect of a rurtalian is tied to a powerfully intelligent consciousness, the physical aspect is little more than a walking id, interested in nothing but eating and staying alive. It does not communicate in any real way.

If the psychic aspect of a rurtalian were to return to defend its food source, its abilities and challenge rating would depend on the individual. However, most would depend on psychic abilities and be incorporeal.



RURTALIAN

Medium construct, unaligned

Armor Class 16 (natural armor)

Hit Points 112 (15d8 + 45)

Speed 30 ft., fly 20 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	18 (+4)	17 (+3)	1 (-5)	13 (+1)	10 (+0)

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 30 ft., passive Perception 11

Languages —

Challenge 4 (1,100 XP)

ACTIONS

Multiattack. The rurtalian makes three energy ray attacks fired from its eyes.

Energy Ray. *Ranged Weapon Attack:* +6 to hit, range 60/120 ft., one target. *Hit:* 7 (2d6) force damage. A living creature killed by a rurtalian energy ray is completely converted into a nutritious paste.

Angry Eyes (Recharge 5–6). The rurtalian can use multiattack to make six energy ray attacks instead of three.

RYTHCALLOCER

As large as a small house, a rythcallocer's most arresting features are its dozens of staring eyes. Though variously sized, all of them study the world with fierce intensity, many gleaming with a bluish light all their own. They're not aggressive but defend themselves vigorously using temporal adjustment effects and their pincers.

Frantic to Discover a Past Mystery. When encountered, a rythcallocer is usually hard at work "repairing" strange machines in a forgotten cache or ruin. And while a rythcallocer can get what seems like a useless piece of junk to function, it probably isn't the function for which the item was created. Rythcallocers are adept at repurposing items of the numenera (even previously working items) to create objects that provide the ability to look backward seconds, minutes, or, rarely, even longer in time. But no matter how far back the constructs peer, a rythcallocer never seems satisfied.

If communication can be opened, the creature is revealed as a frantic, driven being obsessed with finding new items of the Ancients on which to experiment. It won't reveal why it wants to peer backward in time, only that doing so is essential.



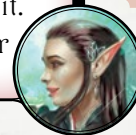


“What’s it doing? Seems busy as any dwarf, industrious and efficient. And what I wouldn’t give for a few extra eyes myself, if only to have spares as the original age out.”

~Faim Trubeard, dwarf veteran and prospector

“It is repurposing that machine of the Ancients, clearly—the machine we came for. We were promised a vehicle by the being calling itself a philethis, if you recall. Without it, we cannot continue our quest. Let us try talking to it.”

~Elmande, elf mage and scholar



If killed, a rythcallocer phases away (to where isn't clear—it's possible their body becomes unmoored in time), leaving behind only a few glass orbs, some of which might act as cyphers.



Philethis, page 216

RYTHCALLOCER

Huge construct, lawful neutral

Armor Class 17 (natural armor)

Hit Points 207 (18d12 + 90)

Speed 30 ft., swim 30 ft.

STR	DEX	CON	INT	WIS	CHA
22 (+6)	11 (+0)	21 (+5)	16 (+3)	18 (+4)	11 (+0)

Saving Throws Dex +4, Wis +8

Skills Arcana +7, History +7, Perception +8

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 30 ft., darkvision 120 ft., passive Perception 18

Languages a handful including Common

Challenge 11 (7,200 XP)

Magic Resistance. The rythcallocer has advantage on saving throws against spells and other magical effects.

Magic Weapons. The rythcallocer's weapon attacks are treated as if magical.

ACTIONS

Multiattack. The rythcallocer makes three attacks with its pincers. It can use Chronal Deviation with one of these attacks when that ability is charged.

Pincers. *Melee Weapon Attack:* +10 to hit, reach 10 ft., one target. *Hit:* 12 (1d12 + 6) piercing damage.

Chronal Deviation (Recharge 5–6). When the rythcallocer strikes a target with its claws, in addition to taking normal damage, the target must succeed on a DC 17 Constitution saving throw or be affected in one of the following ways, as determined by the rythcallocer:

Slowed. An affected target's speed is halved, it takes a –2 penalty to AC and Dexterity saving throws, and it can't use reactions. On its turn, it can use either an action or a bonus action, not both. Regardless of the creature's abilities or items, it can't make more than one melee or ranged attack during its turn. If the creature attempts to cast a spell with a casting time of 1 action, roll a d20. On an 11 or higher, the spell doesn't take effect until the creature's next turn, and the creature must use its action on that turn to complete the spell. If it can't, the spell is wasted. A creature affected by this spell makes another DC 17 Constitution saving throw at the end of its turn. On a successful save, the effect ends.

Aged. Target instantly ages 5d6 years. A creature that ages this way has disadvantage on attack rolls, ability checks, and saving throws based on Strength, Dexterity, and Constitution until the aging is reversed. A creature that ages beyond its lifespan dies immediately. The aging reverses automatically after 24 hours, or it can be reversed magically by *greater restoration* or comparable magic. A creature that succeeds on the save is immune to this effect for 24 hours.

Fast Time (Recharges after a Short Rest). For 1 minute, the rythcallocer's speed is doubled, it gains a +2 bonus to AC, it has advantage on Dexterity saving throws, and it gains an additional action on each of its turns. That action can be any action it could normally take.

A Second Forever (Recharges after a Short Rest). The rythcallocer steps outside of time. In this state, all the rest of reality seems to be in temporal stasis, or until it steps back into time. (Actually, the rythcallocer is inhabiting a single second during a period in which up to 8 hours passes in reality). During this time, it can move normally, but it cannot affect or be affected by any creature, object, or effect not inhabiting the second held outside of time. It can't open doors, move creatures, push an oncoming arrow out of the way, and so on. But it can generate effects that affect itself or travel far from where it stepped outside of time before stepping back in.

SHATARAK

Shatarak pronunciation:
sha-TAR-ak

A shatarak—also called a “realm crusher”—stands about thirty feet tall.

Dimensional Hunter. Realm crushers usually appear only in areas where transdimensional effects are in use, such as ethereal travel or effects that enable phasing. They seem intent on destroying the entity or device involved in creating the effect, though that may be a side effect of their true, unknowable purpose.

Breaking the Walls of Worlds. You can't see it, not at first. But you can feel it, rumbling through levels of reality you never knew existed before. Something is smashing the barriers that normally keep alternate realities separated, and when it finally appears, it is revealed as unbelievably massive.

Realm crushers are rumored to have once been peaceful creatures, but after the destruction of their entire plane in a dimensional mishap, they became vengeful rovers, looking for something called “the Key.”



Cyphers, page 40

Relics, page 45



SHATARAK

Gargantuan monstrosity, neutral evil

Armor Class 13

Hit Points 155 (10d20 + 50)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
24 (+7)	16 (+3)	20 (+5)	12 (+1)	11 (+0)	9 (-1)

Senses truesight 30 ft., darkvision 60 ft., passive Perception 10

Languages Shatarak (subsonic whistles and clicks)

Challenge 8 (3,900 XP)

Magic Resistance. The shatarak has advantage on saving throws against spells and other magical effects.

ACTIONS

Multiattack. The shatarak makes two tail attacks.

Tail. *Melee Weapon Attack:* +10 to hit, reach 10 ft., one target.

Hit: 20 (3d8 + 7) bludgeoning damage.

Planar Furrow (Recharge 5–6). The shatarak cuts a furrow in reality by emitting transdimensional energy from its facial horn, creating a shock wave in a line 60 feet long and 10 feet wide. Each creature in the line takes 35 (10d6) force damage and is flung up 20 feet away from the shatarak and knocked prone; a successful DC 18 Dexterity saving throw halves the damage and prevents the creature from being flung or knocked prone. All creatures, whether knocked prone or not, must make an additional DC 18 Constitution saving throw, or one random **cypher** or **relic** in their possession (if any) is drained of energy.

Break the World (Recharges after a Short Rest). The shatarak is transported to a different plane of existence. Each creature within 10 feet of its departure and arrival points must succeed on a DC 18 Dexterity saving throw. Those that fail take 35 (10d6) force damage, are flung up to 20 feet away from the shatarak, and are knocked prone. Furthermore, if the creature that failed its save is on the same plane as the departing shatarak, it is pulled into the new dimension before it is flung and knocked prone.

SHIVERN

If a humanoid's shadow were severed and given life, the result might be a shivern. A shivern appears as the jagged outline of a person lurking at the bottom of a well of fading light—if a human had inky talons as long as their forearms.

Shivern Follows Shivern. Where there's one shivern, more soon follow. The combined light-sucking penumbra produced by a handful of the creatures summons darkness so complete that no illumination can penetrate it. Within that ebony envelope, shiverns stalk their prey with impunity.

Usually Quiet. Although shiverns usually conduct their business in silence, they are intelligent and can speak. They may even negotiate, but they only value opportunities to murder living creatures that they can't seize for themselves.



Groups of five or more shivern sometimes gang up, focusing their attack on one target with long talons of steel-hard shadow.

The Ancients bred shiverns as living assassination suits designed to grant a wearer the ability to infiltrate an area under cover of darkness. Though shiverns no longer require or want a wearer, they still delight in killing.

SHIVERN

Medium aberration, neutral evil

Armor Class 14 (natural armor)

Hit Points 9 (2d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	11 (+0)	14 (+2)	10 (+0)	10 (+0)

Skills Perception +2, Stealth +4

Senses blindsight 30 ft., darkvision 60 ft., passive Perception 12

Languages Shivern, some speak Common

Challenge 1/4 (50 XP)

Darkwalker. The shivern can move through the space of any creature size Small or larger if the area is in darkness and the creature can't see in the dark.

Nightbringer. The shivern radiates darkness (treat as magical) in a 10-foot-radius sphere if at least one other shivern is within 5 feet of it. A creature with darkvision can't see through this darkness, and nonmagical light can't illuminate it. (An effect that creates light of level 3 or higher suppresses the shivern's Nightbringer ability for 1 minute.)

Pack Tactics. The shivern has advantage on its attack roll against a target if at least one of the shivern's allies is within 5 feet of the target and the ally is capable of attacking.

ACTIONS

Talon. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 4 (1d4 + 2) slashing damage.

SKREER

Skreer are powerful predators of open plains and light forests, usually roaming in small groups but sometimes forming a herd of more than a hundred individuals during a month-long social season once a year. Skreer are aggressive in defense of their personal safety, and characters who get too close are likely to be sorry. During herding season, they signal each other invisibly with a method most other creatures can't even sense, using their metallic horns as an interface.

Always Less, Never More.

Only a relatively small number of these creatures exist, and that number is always declining. Though they are quite long-lived, they do not reproduce. And every few years, misadventure claims another. A

species presumably created by the Ancients, skreer display both biological and mechanical features. Their formidable metallic head display is just one of the attributes that make these creatures dangerous. However, this same feature is highly prized by some, who hunt skreer solely so they can mount these headpieces on their walls. Discovering that only a limited number of skreer remain makes skreer hunts more alluring for some.



Thanks to sensors in their metallic horns, skreer are immune to visual effects, such as illusions. They can sense invisible, phased, or transdimensional effects that normal creatures cannot.

SKREER

Large beast, unaligned

Armor Class 14 (natural armor)

Hit Points 102 (12d10 + 36)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	13 (+1)	17 (+3)	5 (-3)	10 (+0)	11 (+0)

Skills Perception +3

Senses truesight 120 ft., passive Perception 13

Languages —

Challenge 5 (1,800 XP)

ACTIONS

Multiattack. The skreer makes three attacks: one with its horn gore and two with its spiked arms.

Horn Gore. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 15 (2d10 + 4) piercing damage and the target is knocked prone.

Spiked Arms. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 20 (3d10 + 4) piercing damage and the target is grappled (escape DC 14). Until this grapple ends, the target is restrained and the skreer can't use its spiked arms against a different target. Each round a target is grappled, the skreer automatically hits them with its horn gore attack.

SLIDIKIN

Skulking from shadow to shadow, the slidikin dwell on the fringes of society. They are bizarre creatures, their origins a complete mystery. While one might pass as a humanoid from a distance, their chalk-white skin, lack of eyes or nose, and far-too-many mouths ensure that a close examination would prove them otherwise.

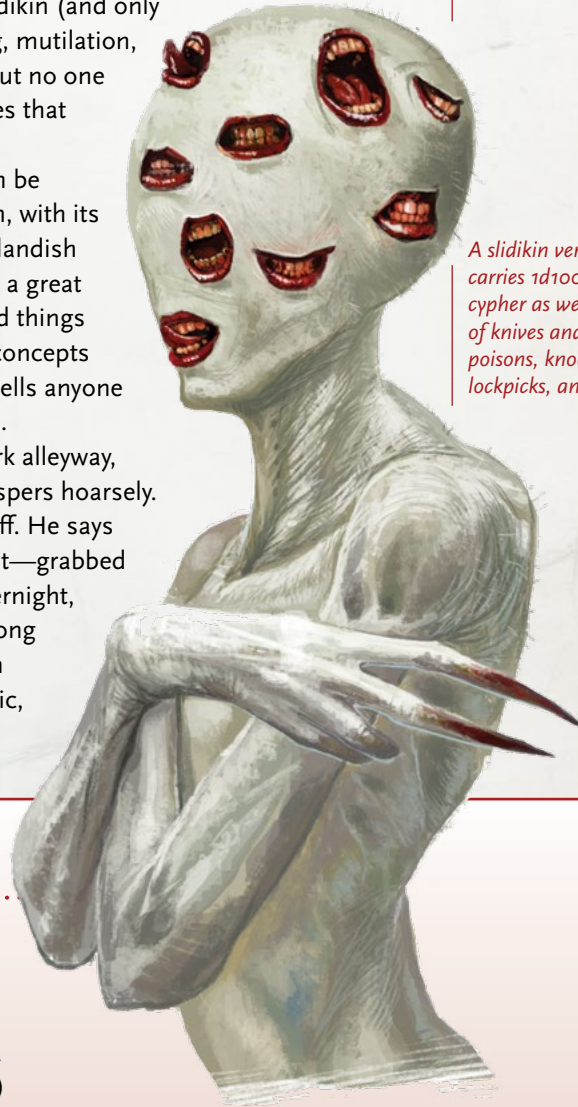
The Hideous Game. In people's rare, brief, furtive, and frankly disturbing interactions with slidikin, these creatures have made passing references to "the hideous game." This seems to be an incongruous competition among slidikin (and only slidikin) that involves dark deeds—thrift, kidnapping, mutilation, and murder. (It likely involves other things as well, but no one knows what they are, focusing only on those activities that affect civilization.)

Many Mouths Speaking. Talking with a slidikin can be infuriating. No matter what the situation, the slidikin, with its multiple, grating, whispered voices, speaks with outlandish contempt for whomever it encounters, as if it knows a great many things that everyone else does not. It finds odd things (like physical threats) humorous and many normal concepts (like justice or revenge) incomprehensible. It never tells anyone the nature of the game or anything of its own nature.

Abducted by Slidikin. A man stumbles out of a dark alleyway, blood running down his face. "The mouths," he whispers hoarsely. "The mouths." The man's eyelids have been sliced off. He says that men—at least, he thought they were men at first—grabbed him the day before and held him in a dank cellar overnight, bound and gagged. They giggled and whispered among themselves the whole time. Then they mutilated him with knives and left him in the alley. He gives a frantic, fevered description of a slidikin.

Many stories describe a slidikin running away and around a corner. When followed, the creature is gone. Was there a secret door? Did it disappear into the shadows? Did it climb up to the roof? It's nowhere to be seen.

A slidikin very likely carries 1d100 gp and a cypher as well as a variety of knives and some poisons, knockout drugs, lockpicks, and other tools.



SLIDIKIN

Medium aberration, neutral evil

Armor Class 15

Hit Points 105 (14d8 + 42)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	20 (+5)	17 (+3)	17 (+3)	13 (+1)	8 (-1)

Saving Throws Dex +8

Skills Deception +5, Intimidation +5, Persuasion +5, Stealth +7

Damage Resistances bludgeoning, piercing, and slashing damage from nonmagical weapons

Condition Immunities charmed, frightened

Senses darkvision 60 ft., passive Perception 11

Languages Slidikin, a handful of others, including Common

Challenge 6 (2,300 XP)

Trip. The slidikin can trip a creature within 5 feet as a bonus action. The tripped creature must make a successful DC 15 Strength saving throw or fall prone.

ACTIONS

Multiattack. The slidikin makes three bite attacks.

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target.

Hit: 14 (2d8 + 5) piercing damage.

SOGRIN ORB

Perhaps originally crafted by the Ancients to serve as spies or as replacements for damaged optics, sogrin orbs are small biomechanical organisms resembling eyes made of synth, glass, metal, and crystal, with a short tail of twisted cables.

Seeks Companionship. Sogrin orbs are sometimes found resting in the empty eye socket of a living creature, providing clear vision to their host. In exchange, the sogrin orb receives companionship. A flaw in their creation—or a corruption of their programming—means that each orb has one specific heightened emotional reaction or disposition, and its host experiences this as well, effectively causing a slight alteration to the host's original personality. The orbs try to conceal this side effect when discussing implantation with a potential host. Once bonded, they rarely speak, content to function as a creature's eye.

Sogrin orbs are friendly and want to bond with interesting people. If refused, they may become belligerent or attempt to implant themselves while their target is sleeping or paralyzed by their lightning stinger. They become emotionally attached to their hosts and are reluctant to leave, even if the host wants them gone.



FM19

SOGRIN ORB*Tiny construct, unaligned***Armor Class** 15 (natural armor)**Hit Points** 10 (4d4)**Speed** 10 ft., fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
5 (-3)	18 (+4)	10 (+0)	12 (+1)	13 (+1)	10 (+0)

Skills Deception +6, Perception +4, Stealth +6**Damage Immunities** poison**Condition Immunities** blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned**Senses** blindsight 10 ft., darkvision 120 ft., passive Perception 14**Languages** hundreds including Common**Challenge** 1/4 (50 XP)

Eye Bond. Bonding with an orb is as easy as placing it in an empty eye socket (if instructed to do so, it can also surgically remove an eye and fit itself in the old eye's place; the entire procedure is painless for the host). Once implanted, the orb works as well as a normal eye and grants advantage on all Wisdom (Perception) checks involving sight. Removing a bonded orb is painful and traumatic, inflicting 12 (5d4) piercing damage and applying two levels of exhaustion. A sogrin orb's host experiences one of the following side effects, depending on the orb's disposition or heightened

emotion, which the GM chooses for each new encounter the host has while bonded with the orb. Usually, the same orb always creates the same side effect for the host.

Aggressive. Charisma (Persuasion) checks have disadvantage.

Saves to resist fear effects have advantage.

Cowardly. Saves to resist fear effects have disadvantage.

Curious. Wisdom (Perception) checks and initiative rolls have disadvantage until the character takes at least a minute to look around the area.

Gullible. Wisdom (Insight) checks and Intelligence saves have disadvantage.

Honest. Charisma (Deception) checks have disadvantage.

Jumpy. Initiative rolls have disadvantage.

Melancholy. Positive social interaction checks (such as attempts to persuade NPCs, influence them with kindness, lighten the mood with humor, and so on) have disadvantage.

ACTIONS

Lightning Stinger. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 30 ft., one target. *Hit:* 3 (1d6) lightning damage and the target must succeed on a DC 10 Constitution saving throw. On a failure, attacks that deal lightning damage have advantage on the victim and the victim has disadvantage on saving throws against lightning damage and lightning effects. Furthermore, if the victim takes lightning damage, it is paralyzed until the end of its next turn. An affected creature repeats the saving throw at the end of each of its turns, ending the effect on itself on a success.

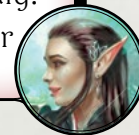


“I have a present for you, Elmande! To celebrate the seventh anniversary of our time together in this unlikely endeavor. I purchased this metallic sphere from a trinket seller who didn't realize he had objects of the numenera among his wares. I know you love teasing out the purpose of these Ancients' devices, and this one is certainly a puzzle.”

~Faim Trubeard, dwarf veteran and prospector

“Thank you. Who says dwarves aren't sentimental? I look forward to figuring out your gift. Something about it just seems . . . friendly.”

~Elmande, elf mage and scholar



A defeated sogrin orb can be harvested for one cypher.

SPOREWING

Sporewings are fungi that emulate various kinds of small lizards, or lately, tiny dragons. At a short distance or more, they're a good approximation of what they're replicating, but any closer than that and it's easy to see that the creature is a plant pretending to be an animal.

Fungal Menace. Sporewings have long, flat wings with hundreds of thin spore-bearing gills underneath, like the underside of a mushroom cap. They rest in trees and are constantly releasing small amounts of spores on whatever is beneath them, but the spores are more likely to grow if they land on an open wound.

Sporewings are near-mindless fungal creatures with very primitive urges to eat and reproduce. They can't be trained. At best, someone who can communicate with plants can present themselves as inedible and an unsuitable host for spores.

The fingernail-sized sporewings that emerge from someone infected with sporewing rings grow to maturity in five to eight weeks.



SPOREWING

Small plant, unaligned

Armor Class 13 (natural armor)

Hit Points 33 (6d6 + 12)

Speed 20 ft., fly 10 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	14 (+2)	1 (-5)	12 (+1)	4 (-3)

Skills Disguise +8, Perception +3

Damage Vulnerabilities fire

Damage Resistances bludgeoning, piercing

Condition Immunities blinded, deafened

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 13

Languages —

Challenge 1/2 (100 XP)

Fungal Mind. A sporewing can communicate perfectly with all other sporewings within 100 feet of it. If one is aware of danger, they all are.

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 9 (2d6 + 2) piercing damage.

Sporewing Rings. A living creature that is injured by or makes physical contact with a sporewing must succeed on a DC 11 Constitution saving throw at the end of the encounter to avoid becoming infected with sporewing rings. This disease manifests after 24 hours, beginning as a mild chill, but becomes increasingly severe after a day, accompanied by a fever and ringlike area a hand's span across somewhere on the victim's skin that scabs over. In addition, the infected creature gains two levels of exhaustion at onset that cannot be removed until the disease is cured by normal methods or rest. Each full day the disease remains, fingernail-sized sporewings crawl out of the infection site and fly away, after which the wound scabs over again. The infected creature makes another DC 11 Constitution saving throw at the end of each long rest; a successful save removes one level of exhaustion. If the saving throw fails, the disease persists. If both levels of exhaustion are removed by successful saving throws, the victim has recovered naturally.

SPURN

From afar, a gang of spurn seems like nothing more than humanoids in oily rags. But up close they're revealed as creatures formed of smashed machines, shattered synth, matted hair, drippy sludge, and garbage. Spurn are self-organizing collections of refuse that evolved among the landfills and dumps of the Ancients. Geological evolution makes primeval landfills difficult to recognize for creatures other than spurn.

Territorial. Spurn are intelligent and highly territorial, especially against rival spurn groups, and they savagely defend their kingdoms of trash in the face of threats both imagined and actual. They are territorial even among themselves and can split up into spurn gangs, called "refuses." Sometimes these gangs come into conflict, which other creatures sometimes attempt to exploit. While one spurn may be willing to trade, another is just as likely to attack first and rifle through possessions later.

Despite their territorial instinct, spurn may treat visitors peacefully if a novel numenera gift (even one that is apparently broken or used up) is offered.

Never Without a Leader. Spurn communities are often directed by a leader (who is larger and tougher than the regular rubbish). The leader rarely stirs from its buried landfill lair, but if encountered, a spurn leader is a hulking, eight-foot-tall creature surrounded by a court of several other spurn.

Many spurn are animate accumulations of useless dross. A spurn is likely to have at least one functioning cypher unless they use it to regenerate.



SPURN

Medium monstrosity, neutral

Armor Class 15 (natural armor)

Hit Points 75 (10d8 + 30)

Speed 30 ft., burrow 20 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	16 (+3)	10 (+0)	12 (+1)	10 (+0)

Skills Stealth +4

Damage Resistances poison; bludgeoning and slashing from nonmagical weapons

Condition Immunities prone

Senses darkvision 60 ft., tremorsense 30 ft., passive Perception 11

Languages machine telepathy 120 ft.; a few can speak with non-spurn by adapting their components to produce sounds with the correct cadence and frequency to mimic other languages

Challenge 3 (700 XP)

Cypher Regeneration. A spurn that has a functioning cypher may spend its action absorbing the item into its body to regain 10 hit points. Every spurn usually has one functioning cypher at any given time.

ACTIONS

Multiattack. The spurn makes two spontaneous weapon attacks or one ambush attack.

Spontaneous Weapon. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 14 (3d6 + 4) slashing, piercing, or bludgeoning damage. The spurn spontaneously reforms a limb to extrude splintered glass, sharpened synth, or a heavy, macelike mass, depending on the apparent vulnerability of their foe.

Ambush Attack. The spurn falls apart and instantaneously reassembles a new body anywhere within a 120-foot range that contains sufficient trash. A spurn loses 3 hit points each time it travels in this fashion. When it appears behind a foe and makes a spontaneous weapon attack as a bonus action, the attack has advantage. If it hits, it automatically achieves a critical hit.

STALKING SHADE

Stalking shades never fully appear in the dimension where they hunt but instead project their shadow. Thus shades appear similar to the regular shadow cast by a nearby object or a creature being stalked, making shades hard to identify as anything dangerous. However, when someone observant notices that an object or creature has more than a single shadow, it might be because one or more stalking shades are about to pounce. Victims are pulled into the dimension where the shade's true form resides and are consumed. Stalking shades move across the dimensions but are more drawn to locations where the fabric between worlds is thinnest.

Missing in Shadows. Weird shadows are sometimes seen dancing on the walls of a prior-world ruin located nearby. When locals investigate, the shadows slip away. Except sometimes they don't, when shades are especially hungry for substance. When that happens, investigators disappear and never come back. When this happens, those with any knowledge at all about the Ancients are sought to help out if they can.

STALKING SHADE

Medium aberration, neutral evil

Armor Class 14

Hit Points 119 (14d8 + 56)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	18 (+4)	18 (+4)	9 (-1)	11 (+0)	16 (+3)

Saving Throws Dex +4, Con +4, Cha +3

Skills Perception +4, Stealth +6

Damage Resistances piercing and bludgeoning from nonmagical weapons

Damage Immunities poison

Condition Immunities exhaustion, poisoned

Senses blindsight 100 ft., passive Perception 14

Languages —

Challenge 4 (1,100 XP)

False Appearance. While the stalking shade remains motionless, it is indistinguishable from an ordinary shadow.

Grappler. The stalking shade has advantage on attack rolls against any creature grappled by it.

Keen Hearing and Smell. The stalking shade has advantage on Wisdom (Perception) checks that rely on hearing or smell.

Rejuvenation. Unless a stalking shade was killed with transdimensional or force damage, killing it merely dismisses the shadowy shape. It returns within 2d10 days, regaining all its hit points and becoming active again. The new body appears within 5 feet of where it was killed.

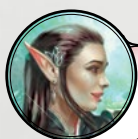
ACTIONS

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 10 (1d12 + 4) piercing damage. If the target is a creature, it must succeed on a DC 14 Strength saving throw or be knocked prone.

Fade into Shadow. As a bonus action, the stalking shade can shift from the Material Plane to Shadow, or vice versa.

Savage Rend. As a bonus action, the stalking shade tears into any adjacent prone creature, inflicting 19 (3d12) slashing damage. The target must succeed on a DC 14 Constitution saving throw or be incapacitated for 1d4 rounds. An incapacitated creature repeats the saving throw at the end of each of its turns; a successful save ends the condition early. A limb or some other part of the victim's body seems to disappear while the creature is incapacitated. A victim who dies while incapacitated from this attack is completely pulled into Shadow and is gone.

When multiple stalking shades appear, they might represent a single entity with multiple limbs casting its shadow into our reality.



“The Ancients were able to synthesize—or at least discover—pure evil from the endless dimensions of existence. Or its semblance, at least. How else would one characterize something like this?”

~Elmande, elf mage and scholar

“Those locals that disappeared are almost certainly victims of this thing, if that’s your angle. But are you sure it’s evil and not just hungry? I mean, I sometimes feel the desire for roast lamb. I hope that doesn’t mean I’m a creature of pure evil. Well, maybe to sheep I am. It’s something I should probably think on further . . .”

~Faim Trubeard, dwarf veteran and prospector



STEEL ANGEL

Steel angels appear at first as roundish figures of metal and glass with four legs. When activated, they can produce up to four arms from panels within their round chests to manipulate objects or, if need be, attack and defend.

Guardians. Prior-world ruins sometimes contain still-active or reactivated automaton guardians. Such entities vary greatly in outlook, abilities, and shape. Steel angels are just one class of such guardians. Most steel angels have no meaning to their existence other than to defend and maintain the installation in which they are found.

STEEL ANGEL

Large construct, unaligned

Armor Class 14 (natural armor)

Hit Points 110 (13d10 + 39)

Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	11 (+0)	16 (+3)	11(+1)	13 (+1)	8 (-1)

Skills Perception +3

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses darkvision 120 ft., passive Perception 13

Languages several dozen machine languages usually not understandable by living beings

Challenge 4 (1,100 XP)

Perfectly Balanced. Attacks that push, trip, or grapple are made with disadvantage against a steel angel.

ACTIONS

Multiattack. The steel angel makes two slam attacks. If both hit, the target is grappled (escape DC 15), and the steel angel uses Steel Roulette as a bonus action. The steel angel can only grapple one target at a time.

Slam. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 12 (2d6 + 5) bludgeoning damage.

Steel Roulette. The grappled target is affected by one of the following four abilities, randomly determined each round the target fails to escape the grapple:

Rapidity. The grappled target is subject to two more slam attacks.

Phaseshift. The grappled target must succeed on a DC 15 Strength save or be shifted transdimensionally into a weightless gray realm for about a minute. When the target returns, they appear within 5 feet of the steel angel but are no longer grappled.

Duplicate. Up to four duplicate images of the steel angel appear within 30 feet of it. The images last for 1 minute. The duplicates aren't mirror images—each one acts independently, though as images, they can't interact with the physical world. If struck violently, they freeze motionless until the duration expires.

Double Down. The steel angel squats atop the target, pinning it to the ground, where it is grappled and restrained (escape DC 17). A creature suffers 9 (1d8 + 5) bludgeoning damage every time it starts its turn restrained by the steel angel. The steel angel is then free to attack another target, but the restrained creature is released if the steel angel moves from its current space. As long as the steel angel does not move from the spot, it can maintain the double down on up to two Medium-sized or smaller creatures.

If destroyed, 1d6 cyphers can be scavenged from a steel angel's remains.



STELLAR WEAVER

Legend has it that the stellar weavers crawled down nearly invisible web strands through the vast emptiness between worlds. These massive creatures appear to be giant arachnids composed of the starry, night-black void they once called home, but they supposedly take new, appropriate forms on each world they come to. Whether true or not, one thing that the legends say about these cosmic spider-things is demonstrably true: they are among the deadliest creatures that stalk the darkness.

Hunters Over All. In general, stellar weavers are cautious and clever hunters, patiently waiting for prey in their reality-warping webs. These nocturnal creatures cannot abide the sun or bright light and flee from it. They prefer lairs enshrouded by darkness, such as a cave near a well-traveled path where they can string their webs to trap prey.

Stellar weavers are apex predators, feeding on anything they wish. When one makes a lair near a village, the best solution might be to move the village. The creatures are the stuff of legend, considered evil, bloodthirsty gods by some and demons by others.

The eight eyes of a stellar weaver can be used as very rare relics to see into other dimensions for up to one minute per use. They have a depletion of 1 in 1d20.



STELLAR WEAVER

Huge aberration, chaotic evil

Armor Class 20 (natural armor)

Hit Points 378 (28d12 + 196)

Speed 50 ft., climb 50 feet

STR	DEX	CON	INT	WIS	CHA
22 (+6)	13 (+1)	24 (+7)	23 (+6)	21 (+5)	26 (+8)

Saving Throws Dex +9, Int +14, Wis +13, Cha +16

Skills Perception +13, Stealth +16

Damage Immunities cold, fire, poison; bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities charmed, exhaustion, frightened, poisoned

Senses truesight 120 ft., passive Perception 23

Languages all, telepathy 120 ft.

Challenge 25 (75,000 XP)

Innate Reality Manipulation. The stellar weaver's innate reality manipulation ability is Charisma (save DC 24, +16 to hit with reality manipulation attacks). It can innately trigger the following effects (treat as if casting spells psionically, requiring no material components):

At Will: *charm person, detect magic, dispel magic*
3/Day each: *counterspell, creation, legend lore, teleport, web*

Legendary Resistance (3/Day). If the weaver fails a saving throw, it can choose to succeed instead.

Magic Resistance. The weaver has advantage on saving throws against spells and other magical effects.

Magic Weapons. The weaver's weapon attacks are treated as if magical.

ACTIONS

Multiattack. The stellar weaver makes three attacks with its bite or two attacks with its web bolts.

Bite. *Melee Weapon Attack:* +14 to hit, reach 10 ft., one target. *Hit:* 19 (3d8 + 6) piercing damage plus 18 (4d8) psychic damage.

Web Bolts. *Ranged Weapon Attack:* +14 to hit, range 40/120 ft., one target. *Hit:* 16 (3d6 + 6) bludgeoning damage plus 18 (4d8) psychic damage and the creature is restrained by webbing. As an action, the restrained creature can make a DC 22 Strength saving throw, escaping from the webbing on a success. The effect also ends if the webbing is destroyed. The webbing has AC 15, 30 hit points, vulnerability to fire damage, and immunity to bludgeoning, poison, and psychic damage.

Weave Reality (Recharge 5–6). The weaver can use this ability as a bonus action immediately after hitting a creature with a bite or web bolt attack. The creature must make a DC 24 Constitution saving throw. If the saving throw fails by 5 or more, the creature is instantly shunted into a pocket universe composed of webs. Otherwise, a creature that fails the saving throw is restrained in webbing (as though hit by web bolts).

A restrained creature repeats the saving throw at the end of its next turn, being shunted into a pocket universe on a fail or escaping the webbing on a success. The victim shunted to a pocket universe stays indefinitely, until the stellar weaver releases it, the stellar weaver is destroyed, or it is freed by some third party.

LEGENDARY ACTIONS

The stellar weaver can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. The weaver regains spent legendary actions at the start of its turn.

Attack. The stellar weaver makes one bite or web bolts attack.

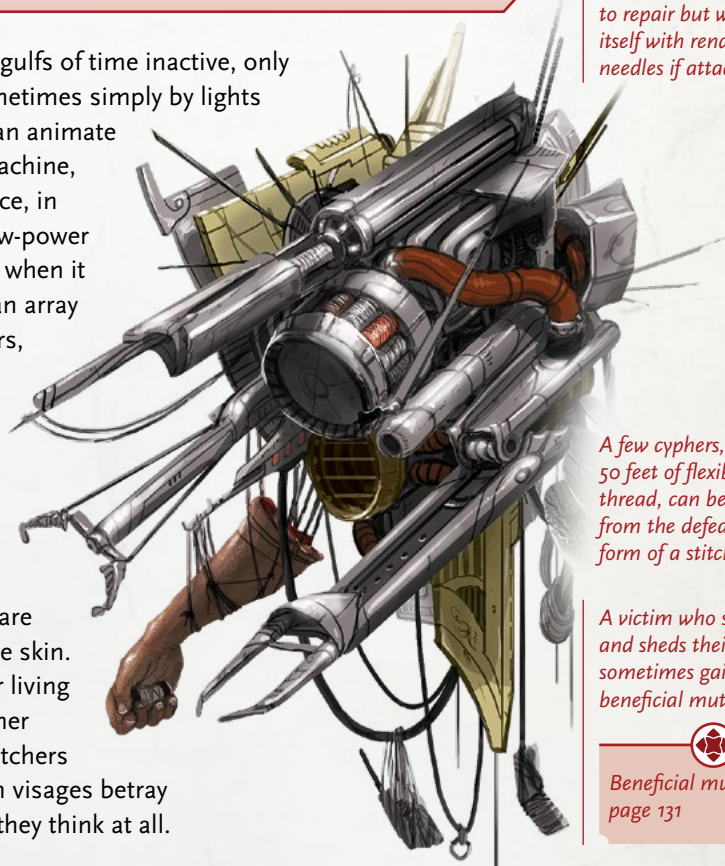
Glittering. The stellar weaver spins an alluring web in a 5-foot radius within 60 feet. One creature within 60 feet of the web that can see it must make a DC 24 Wisdom saving throw. On a failure, the creature must use its reaction to move its speed toward the web. If it enters the area of the web, treat as if attacked by web bolts.

Repair the Weave (Costs 3 Actions). The stellar weaver recharges its Weave Reality ability.

STITCHER

This class of automaton can spend vast gulfs of time inactive, only to be activated by curious delvers or sometimes simply by lights and noise. A stitcher connects itself via an animate umbilical to a structure or other large machine, especially one with an active power source, in order to pass great spans of time in a low-power stasis state. It disengages that umbilical when it wakes and takes to the air as it unfolds an array of metallic arms, some with manipulators, others strung with needles and silvery thread.

They Just Want to Help. Drawn to humanoids and similar creatures, a stitcher bears down with needle and thread held ready. It attempts to cocoon its target, even though the holes the stitcher makes to attach the cocoon are literally pulled through the victim's fragile skin. But that's only because it wants to repair living beings. Unfortunately, it's difficult for other creatures to understand that because stitchers do not speak, and their blank automaton visages betray nothing about what they're thinking—if they think at all.



The stitcher first tries to cocoon those it wants to repair but will defend itself with rending needles if attacked.

A few cyphers, as well as 50 feet of flexible metallic thread, can be salvaged from the defeated form of a stitcher.

A victim who survives and sheds their cocoon sometimes gains a beneficial mutation.



Beneficial mutations, page 131

STITCHER

Medium construct, unaligned

Armor Class 15 (natural armor)

Hit Points 114 (12d8 + 60)

Speed 0 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
20 (+5)	10 (+0)	20 (+5)	12 (+1)	16 (+3)	12 (+1)

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses darkvision 120 ft., passive Perception 13

Languages —

Challenge 5 (1,800 XP)

Magic Resistance. The stitcher has advantage on saving throws against spells and other magical effects.

Regeneration. The stitcher regains 10 hit points at the start of its turn. If the stitcher takes lightning damage, this trait doesn't function at the start of the stitcher's next turn. The stitcher dies only if it starts its turn with 0 hit points and doesn't regenerate.

ACTIONS

Multiattack. The stitcher makes three Rending Needle attacks or a Cocooning Thread attack.

Rending Needle. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 12 (2d6 + 5) piercing damage.

Cocooning Thread. The stitcher targets a creature within 5 feet of it. The target must succeed on a DC 13 Dexterity saving throw or be grappled and restrained by a strand of wirelike thread physically drawn through the target's skin as it wraps around them, inflicting 12 (2d6 + 5) piercing damage. A restrained creature repeats the saving throw at the end of its next turn, tearing free from the wires on a success but self-inflicting 12 (2d6 + 5) piercing damage. On a failure, the target is completely cocooned and goes into stasis. If a fully cocooned victim is left undisturbed for at least 10 hours, the cocoon peels off of its own accord, revealing the completely healthy and undamaged character sleeping inside. If the character was suffering from any other disease, poison, or injury, those are also erased.

Removing the target from a cocoon before it falls off interrupts the healing process. But those not sure what's happening may still try, which requires a DC 13 Strength (Athletics) check. This inflicts an additional 21 (6d6) piercing damage to the victim.

SYZYGID INSTRUCTOR

A syzygid instructor is a construct with the stylized visage of a human head poised over a sealed transparent vat in which disembodied brains float.

Ask, If You Dare. A syzygid instructor has a reputation for being an oracle from which immense knowledge can be learned, as long as one is willing to accept some risk. Whisper your question and then press your ear to the fleshy cavity at the vat's apex. The syzygid instructor imparts the requested knowledge directly into your mind, unless it decides to add your brain to its collection—in which case your mind is pulled out of your head to join the others floating in the vat.

Whether the minds in an instructor's vat maintain independent thought or become incorporated into a greater psychic construct isn't known. Even if the latter eventually occurs, it's likely a stolen mind retains its individuality for at least a few hours or days before succumbing to the whole.



A syzygid instructor can be salvaged for a few cyphers and perhaps a relic or iron flesh.



Iron flesh, page 49

Optional Rule: Intelligence (Ancients Arcana), page 7

SYZYGID INSTRUCTOR

Medium construct, unaligned

Armor Class 16 (natural armor)

Hit Points 110 (20d8 + 20)

Speed 0 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
20 (+5)	12 (+1)	12 (+1)	19 (+4)	17 (+3)	12 (+1)

Skills Arcana +10, all other Intelligence skills +10

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 10 ft., darkvision 60 ft., passive Perception 13

Languages hundreds including Common

Challenge 5 (1,800 XP)

Provide Instruction. If a creature asks the syzgid instructor a question, the instructor uses its considerable knowledge to provide an answer, whispering it to the creature that presses their ear to the fleshy cavity at the vat's apex. The creature

must also succeed on a DC 12 Charisma saving throw, or the instructor uses Extract Brain on it as a bonus action.

ACTIONS

Bite. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target.

Hit: 31 (4d12 + 5) piercing damage.

Extract Brain (Recharge 5–6 or When Using Provide Instruction). The syzygid instructor bites a target and deals damage normally. In addition, the victim must succeed on a DC 13 Constitution saving throw. On a failed save, the target's brain tissue is snagged in the syzgid's mouth orifice and the target is restrained. The restrained target must repeat the saving throw at the end of its next turn. On a success, the target gets free. On a failure, the target's brain is extracted and the body is killed.

TARROW MOLE

A tarrow mole appears to be a creature of both living and inorganic material. Flesh is fused seamlessly with metal, crystal, stone, synth, and, in some cases, fabric. This varied construction seems related to the tarrow mole's ability to flow through the solid walls, floors, and ceilings of prior-world structures as if they were composed of nothing more than thick fluid. Usually, the holes a tarrow mole leaves after passing through a solid substance close up immediately afterward, but sometimes a passage remains.

Absorbs Living Matter and Devices of the Ancients. A tarrow mole's winglike projections are unique organs that somehow help it to make solid substances in its surrounding environment flow like syrup. These same powerful winglike stubs serve as weapons for smashing foes and prey. When successful, it regains health by absorbing flesh or special kinds of inorganic material, directly incorporating portions of the struck material, which flows like viscous fluid before reforming as the new skin section of the tarrow mole.

Even when separated from potential food (which includes anything living or, in a pinch, devices of the Ancients), a tarrow mole's keen senses allow it to detect the slightest vibrations and pinpoint their source with amazing accuracy.

Sometimes Serve as Mounts. These creatures are somewhat intelligent, and if a **cypher** or **relic** is offered, a tarrow mole may agree (using simple words and symbols scrawled on a solid surface) to serve as a mount for an explorer for a limited period.

When a tarrow mole serves as a mount, the rider enjoys the same ability to move through solid substance without coming to harm.



Cyphers, page 40

Relics, page 45



TARROW MOLE

Large monstrosity, chaotic neutral

Armor Class 16 (natural armor)

Hit Points 114 (12d10 + 48)

Speed 30 ft., burrow 30 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	8 (-1)	18 (+4)	12 (+1)	16 (+3)	11 (+0)

Damage Resistances bludgeoning, piercing, slashing, force

Senses blindsight 10 ft., darkvision 60 ft., passive Perception 13

Languages understands several but can't speak

Challenge 6 (2,300 XP)

Freedom of Movement. A tarrow ignores difficult terrain and cannot be entangled, grappled, or otherwise impeded in its movements.

Matter Absorber. Anyone who attacks the tarrow mole from a range of 5 feet or less must succeed on a DC 15 Dexterity saving throw or take 6 (1d12) force damage from matter

absorption, healing the tarrow mole one-third that amount. This effect continues dealing 6 (1d12) force damage and healing the tarrow mole one-third that amount at the start of each of the affected creature's turns until more than 5 feet separates the tarrow mole and affected creature.

Siege Monster. The tarrow mole deals double damage to objects and structures.

ACTIONS

Multiattack. The tarrow mole makes two wing stub attacks.

Wing Stub. *Melee Weapon Attack:* +8 to hit, reach 5 ft., single target. *Hit:* 15 (3d6 + 5) bludgeoning damage. On a failed DC 15 Strength save, the target is knocked prone and takes an additional 9 (2d8) force damage; the tarrow mole is healed an amount equal to the force damage dealt. If the target is holding a device of the Ancients, such as a cypher or relic, they can choose to sacrifice it instead of being knocked prone and taking additional force damage (though the tarrow mole is healed 40 hit points by absorbing the sacrificed device.)

TARZA

A growing population of fabricated creatures called tarza spreads across the world, possibly from a nexus located in a newly revealed ruin. Tarza are custom biological creatures that have a piecemeal look to them. Octopoid heads fused to quadruped bodies via a blinking metallic collar is a popular form, but others are possible. They are about twice as large as a human.

Constructed for Specific Acts of Assassination. A hidden entity supposedly called **Mother Machine**—an intelligent automaton of some sort—first created tarza to hunt and destroy certain humanoid, though not all. Why a tarza chooses to destroy some humanoids and ignore others (unless attacked) is a mystery no one has yet deduced.

If no designated targets are part of a group, a tarza isn't aggressive with them unless attacked. While a tarza remains quiescent, it might lead characters back to the nearest Ancients' ruin.



Mother Machine is a type seven basic automaton (page 21) that has the additional capacity to create tarzas according to some mysterious plan.

TARZA

Large aberration, lawful neutral

Armor Class 14 (natural armor)

Hit Points 102 (12d10 + 36)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	13 (+1)	17 (+3)	11 (+0)	20 (+5)	5 (-3)

Skills Stealth +2

Senses darkvision 60 ft., passive Perception 15

Languages —

Challenge 5 (1,800 XP)

Death Detonation. When reduced below 1 hp, the tarza's body swells with necrotic chemicals and then detonates as a reaction. All creatures within 15 feet take 21 (6d6) necrotic damage, or half as much damage with a successful DC 13 Dexterity saving throw.

ACTIONS

Multiattack. The tarza makes two tentacle attacks or one Psychic Lure attack.

Tentacle. Melee Weapon Attack: +7 to hit, reach 10 ft., one target. *Hit:* 20 (3d10 + 4) piercing damage and the target is grappled (escape DC 14) and must succeed on a DC 14 Constitution saving throw against poison or fall asleep for 2d4 minutes. Until this grapple ends, the target is restrained and the tarza can't use its tentacles on a different target. A sleeping target wakes up if it takes damage or if another creature takes an action to shake it awake.

Psychic Lure. The tarza makes a psychic attack, targeting a humanoid it can see within 30 feet. The target must succeed on a DC 13 Wisdom saving throw or be charmed. While charmed by the tarza, the target must move toward the tarza at normal speed and remain calm. A charmed target remains charmed for up to 1 hour or until attacked by the tarza. The tarza has advantage on attack rolls against creatures it has charmed.



TERROR BIRD

Powerful legs and an axelike beak make formidable weapons that can tear apart a creature twice the bird's size. Such creatures would be rare, however, as when the terror bird stands fully erect, its head rises almost nine feet off the ground.

Haunting. "Haunting" is a word reserved for spooks, spirits, and wild tales told around campfires. But it's not an inappropriate term for the behavior of a creature that some call "the screeching doom" but who others just call the terror bird. This horrific thing haunts tall grasslands and plains, creeping with soft footfalls and lowered head. It's only when it makes its sudden, dramatic appearance that it unleashes its banshee wail: a screech so loud that it almost knocks prey down, operating on a subsonic level as well.

Hunting Tactics. Terror birds hunt alone or in small groups. Terror birds are awful predators, more cunning and crafty than one might expect. They sometimes work in a group, with one bird driving prey into an ambush by others.

The subsonic nature of the terror bird's screech interferes with certain portions of the mammalian brain.

TERROR BIRD

Large monstrosity, unaligned

Armor Class 15 (natural armor)

Hit Points 97 (13d10 + 26)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	14 (+2)	15 (+2)	4 (-3)	12 (+1)	5 (-3)

Senses darkvision 60 ft., passive Perception 11

Languages —

Challenge 4 (1,100 XP)

Natural Camouflage. The terror bird has advantage on Dexterity (Stealth) checks in areas of tall grass, trees, foliage, or similar natural growth.

ACTIONS

Multiattack. The terror bird makes three attacks: one with its screech, one with its bite, and one with its talon.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target.
Hit: 10 (2d6 + 3) piercing damage and the target is grappled (escape DC 13). Until this grapple ends, the target is restrained and the terror bird can't bite another target.

Talon. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target.
Hit: 17 (4d6 + 3) piercing damage.

Screech. The terror bird releases a spine-chilling shriek. Every mammal within 30 feet that hears must succeed on a DC 12 Constitution saving throw or be frightened until the start of the terror bird's next turn. A creature that successfully saves against the screech has advantage on additional saving throws against the screech for 24 hours. A terror bird preferentially attacks frightened creatures.

THEXX

Thexx are part flesh and part mechanism. They persist across epochs, ignoring the passage of centuries within time vaults. When they finally emerge, they immediately set to building incredible structures of crystal and solidified time. Neither fully machine nor fully biological, Thexx need to sleep, eat, and breathe only a fraction of the time required by humans. However, they need at least an hour in natural light each day to maintain full function. They speak their own language but quickly pick up new languages with just a little practice.

Refugees. Thexx claim to be refugees from a time stretching across all existence. They constructed time vaults and hid themselves away to avoid being annihilated by the “time adepts.” However, Thexx are themselves masters of temporal manipulation. They prefer to operate in a bizarre dimension of unstable time known as “Panaton,” but sometimes their time vaults open in other dimensions that the Ancients have touched.

Thexx are paranoid and worry that other creatures are agents of the time adepts come to finally destroy them. But if assurances can be made, Thexx will negotiate. Even so, they make uncertain and short-term allies at best.

Thexx always have 1d6 cyphers.



THEXX

Medium humanoid (Thexx), lawful neutral

Armor Class 15 (natural armor)

Hit Points 39 (6d8 + 12)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	15 (+2)	14 (+2)	17 (+3)	14 (+2)	11 (+0)

Skills Perception +4

Senses darkvision 120 ft., passive Perception 14

Languages hundreds via built-in translation device

Challenge 3 (700 XP)

ACTIONS

Temporal Abilities. The Thexx can call on an array of temporal abilities, including up to two of the following at once, targeting one creature within 30 feet. It can use each temporal ability only once each turn.

Dead Time Bolt. The target must make a DC 13 Constitution saving throw, taking 16 (3d10) necrotic damage on a failed save or half as much damage on a successful one.

Kill Time. The target must make a DC 13 Constitution saving throw, taking 4 (1d8) necrotic damage on a failed save and aging 1d4 years.

Redefine Timeline. The target must succeed on a DC 13 Wisdom saving throw or one of the target’s ancestors is wiped from existence; target gains two levels of exhaustion.

Time Slip. The target must make a DC 13 Constitution saving throw, taking 4 (1d8) necrotic damage on a failed save and transferring forward in time by 1d4 rounds (the target vanishes and reappears 1d4 rounds later with no time having passed for them).

Time Duplicate (Recharges after a Short Rest). A future version of the Thexx appears and provides aid for 1 minute.

THREAD WALKER

Thread walkers appear humanoid from a distance. In fact, they're puppetlike facades dressed in harvested human skin and clothing that hide a mass of writhing, milk-white tendrils inside. These tendrils make up a portion of a larger transdimensional race (or a single entity?) called the Thread.

Becoming Believably Humanoid. Some Thread subunits—thread walkers—learn about humans and other humanoids by creating puppets from small bits of themselves, sculpting them into human-shaped bodies covered with skin harvested from humans and dressed in garments, particularly gloves, hoods, and masks. These Thread walkers sometimes even take on the semblance of individuality, though this is not long tolerated by the Thread.

A Thread walker responds to most queries by nodding or shaking its head or by motioning with its covered limbs. It probably has no true self-awareness, though it apes behaviors it has witnessed in humans.

Gathering Information, Neutralizing Threats. Thread walkers are intensely interested in humanoids (and especially humans), though not in any one person's welfare. Thread walkers study humans like a particularly uncompassionate wizard might study insects by pulling off their wings and crushing their carapaces to see what happens.

Thread walkers avoid danger and combat if possible. If they must fight, they partly abandon their human facade and extend tendrils to attempt to immobilize their enemy.

Some Thread walkers keep the possessions of their victims, which could include 10d6 gp and a few cyphers.



Optional Rule: Intelligence (Arcana), page 7

THREAD WALKER

Medium aberration, lawful neutral

Armor Class 14 (natural armor)

Hit Points 76 (8d10 + 32)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	8 (-1)	18 (+4)	17 (+3)	10 (+0)	9 (-1)

Skills Arcana +4, Deception +4

Damage Resistances bludgeoning, piercing

Condition Immunities blinded, deafened

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 10

Languages understands most but can't speak

Challenge 3 (700 XP)

Thread Dispersal (1/Day). When reduced to 0 hit points, the dozens of individual tendrils making up the thread walker disband and attempt to burrow away through the earth (or whatever's nearby, including other creatures) as a reaction. All creatures within 15 feet must succeed on a DC 14 Dexterity saving throw or take 21 (6d6) piercing damage from the burrowing worms, with successful targets taking half the damage. The burrowing threads may regroup at a later date and attempt to walk again.

ACTIONS

Multiattack. The thread walker makes two attacks with its tendrils.

Tendril. *Melee Weapon Attack:* +5 to hit, reach 15 ft., one target. *Hit:* 10 (2d6 + 3) bludgeoning damage plus 3 (1d6) piercing damage, and a Medium or smaller target is paralyzed for 1 minute. A paralyzed creature repeats the saving throw at the end of each of its turns, ending the effect on itself on a success.

Some titanosaurs show up often enough that they are recognized and named. These include Kthama, a many-tentacled creature able to generate a tsunami of black fluid that sweeps away whole neighborhoods, and Tonboju, a massive, insectlike creature whose beating wings can generate windstorms and whose missile stingers leave dozens of smoke trails in their wake, producing immense explosions when they reach their target.

TITANOSAUR

Titanosaurs come in a variety of shapes, but all share one difficult-to-ignore quality: mind-blowing size. It's hard to judge the size of things so far outside normal scale, but good estimates put most titanosaurs at over three hundred feet in height, with some as large as a thousand feet high.

Rare Events. Appearances of these colossal creatures are rare events that usually don't last for more than a few days. In that sense, they're akin to hundred-year storms and are at least as destructive. When they emerge, they're attracted by artificial structures, the more densely situated and elaborate the better, which they set to smashing with a vengeance.

A titanosaur usually finishes its rampage according to its own cryptic schedule and then disappears, though sometimes a creature is driven off thanks to a series of heroic measures mounted by desperate defenders. Rarely, a titanosaur is killed by the defense mounted against it (or by another titanosaur or similar entity).

A titanosaur death leaves a record amount of meat, scales, horns, and other body parts for scavengers and trophy hunters.

Strange Forms. Titanosaurs have characteristics that remind observers of recognizable animals and insects. This similarity has led to the obvious conclusion that titanosaurs are the product of natural creatures that have been enlarged somehow by interaction with devices of the Ancients. A fine conclusion, perhaps, but no evidence for it has ever been found.

Bulk Plus Something Special. Most titanosaurs rely primarily on their strength and mass to get the job done, but many have some additional trick or ability that sets them apart from their kin. Unfortunately, that extra trick usually translates into even more devastation.

The other quality all of them share is the talent of hiding after a rampage, though it's possible that they accomplish their disappearing act simply by diving into a nearby sea or burrowing deep into the earth. Sometimes the same titanosaur will appear again days, months, years, or decades later, attacking the same location or someplace entirely new.



It was bigger than houses. Bigger than castles. Tall enough, even, to reach up and touch a floating structure of the Ancients itself! Nothing living could be that big. But it was. It was.

~witness to an event

TITANOTHAUR

Gargantuan monstrosity, chaotic neutral

Armor Class 22 (natural armor)

Hit Points 370 (20d20 + 160)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
28 (+9)	23 (+6)	19 (+4)	27 (+8)	18 (+4)	22 (+6)

Saving Throws Str +17, Dex +17, Wis +12

Skills Perception +12

Damage Immunities Choose two damage types per given titanothaur (acid, fire, lightning, cold, thunder, etc.); bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities charmed, frightened, poisoned, stunned

Senses truesight 120 ft., passive Perception 22

Languages —

Challenge 27 (105,000 XP)

Legendary Resistance (3/Day). If the titanothaur fails a saving throw, it can choose to succeed instead.

Magic Resistance. The titanothaur has advantage on saving throws against spells and other magical effects.

Magic Weapons. The titanothaur's weapon attacks are treated as if magical.

Colossal Rejoinder. Every time the titanothaur takes damage, what would be an inconsequential flinch of a normal-sized creature becomes a dangerous reaction that effectively subjects an attacker within 60 feet of the titanothaur to an immediate tail slam attack.

ACTIONS

Multiattack. The titanothaur makes one tail slam attack and two claw attacks. (It also uses its Frightful Presence every round where it makes sense to do so.)

Tail Slam. *Melee Weapon Attack:* +17 to hit, reach 60 ft., one target. *Hit:* 20 (2d10 + 9) bludgeoning damage plus 11 (2d10) damage of one type selected under damage immunities.

Claw. *Melee Weapon Attack:* +17 to hit, reach 60 ft., one target. *Hit:* 20 (2d10 + 9) slashing damage plus 11 (2d10) damage of one type selected under damage immunities.

Energy Breath (Recharge 5–6). The titanothaur exhales a 100-foot cone of energy consisting of the two energy types it has damage immunity to. Each creature in the cone must succeed on a DC 24 Dexterity saving throw or take 21 (6d6) of one kind of energy damage plus 21 (6d6) of another kind of energy damage. Targets who succeed the saving throw take half the damage.

Frightful Presence. Each creature within 120 feet of the titanothaur and aware of it must succeed on a DC 24 Wisdom saving throw or become frightened for 1 minute. A frightened creature repeats the saving throw at the end of each of its turns, ending the effect on itself on a success. If a creature's saving throw is successful or the effect ends for it, the creature is immune to the titanothaur's Frightful Presence for the next 24 hours.

LEGENDARY ACTIONS

The titanothaur can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. The titanothaur regains spent legendary actions at the start of its turn.

Move. The titanothaur moves up to half its speed.

Slam and Smash (Costs 2 Actions). The titanothaur uses its tail slam attack on each creature within 30 feet of it.

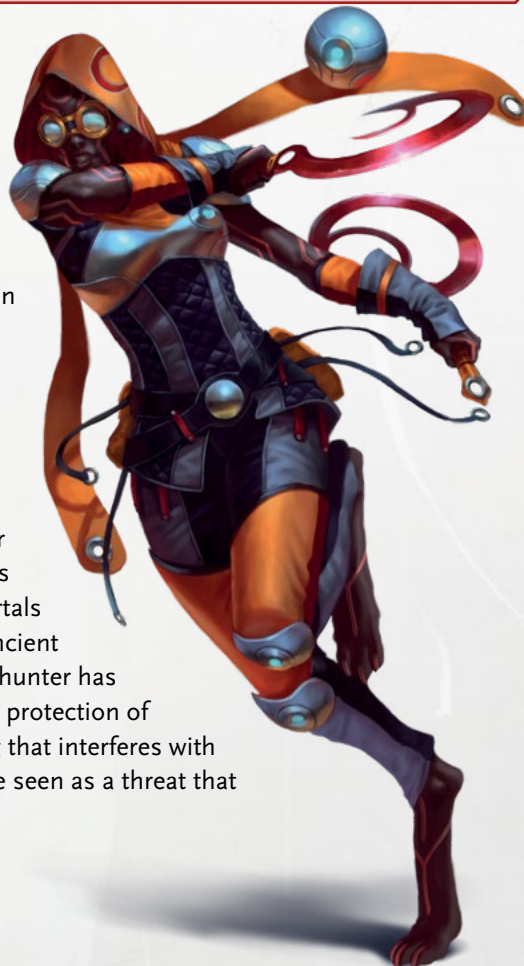
Energy Breath Recharge (Costs 3 Actions). The titanothaur's energy breath recharges.

TONBRIUM HUNTER

Celerillion is dangerous for people with undisciplined minds because reality there is as malleable as clay. A stray thought can kill others as easily as it can kill the thinker.

Ebony-skinned, hairless, and with eyes covered with goggles to limit their natural shine, tonbrium hunters hail from a dimension of pure thought called **Celerillion**. Masters of mental self-discipline and the art of hunting and fighting, tonbrium hunters are considered dangerous foes, but when an accord is reached, they can be powerful allies. Because they are natives of Celerillion, tonbrium hunters can alter reality on a limited basis, even when they travel into other dimensions.

Guardians of the Tonbrium. As the scouts, foragers, and protectors of their people, the tonbrium, tonbrium hunters sometimes travel transdimensional portals looking for special items of power or ancient purpose devised by the Ancients. Each hunter has its own code of conduct, but all see the protection of their people as their first duty. Anything that interferes with that primary responsibility is likely to be seen as a threat that should be eliminated immediately.



Sometimes a tonbrium hunter carries powerful cypher-like objects they call "psychic seeds."

TONBRIUM HUNTER

Medium humanoid (tonbrium), any good alignment

Armor Class 16 (treat as scale mail)

Hit Points 82 (11d8 + 33)

Speed 30 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	19 (+4)	17 (+3)	14 (+2)	12 (+1)	12 (+1)

Saving Throws Str +7, Con +6, Int +5

Skills Perception +4, Stealth +7

Damage Resistances cold, fire, lightning; bludgeoning, piercing, and slashing from nonmagical attacks

Senses darkvision 12 ft. (from goggles), passive Perception 14

Languages dozens including Common

Challenge 5 (1,800 XP)

Update Reality. The tonbrium hunter can summon a melee or ranged weapon with a thought, or mentally create some sort of other dangerous event, such as a lightning bolt striking a foe (see Actions). A hunter can also use this ability to provide

ordinary food, armor, or similar aid it can think of, but the natural caution and asceticism of the tonbrium means that most hunters don't accumulate possessions using this ability unless they are preparing to deal with a particular problem. For instance, if a wounded hunter has time, they will create a cypher-like healing aid.

In addition, once per day, the tonbrium hunter can use this ability to transport itself to a different plane of existence as an action.

ACTIONS

Multiaction. The tonbrium hunter makes two melee attacks or uses its lightning strike (or some similar Update Reality ability) once.

Scimitar. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) slashing damage plus 3 (1d6) lightning damage.

Lightning Strike. A target within 120 feet of the tonbrium hunter must succeed on a DC 14 Dexterity saving throw or take 21 (6d6) lightning damage or half that on a successful save.



TORLETHIS COMPANION

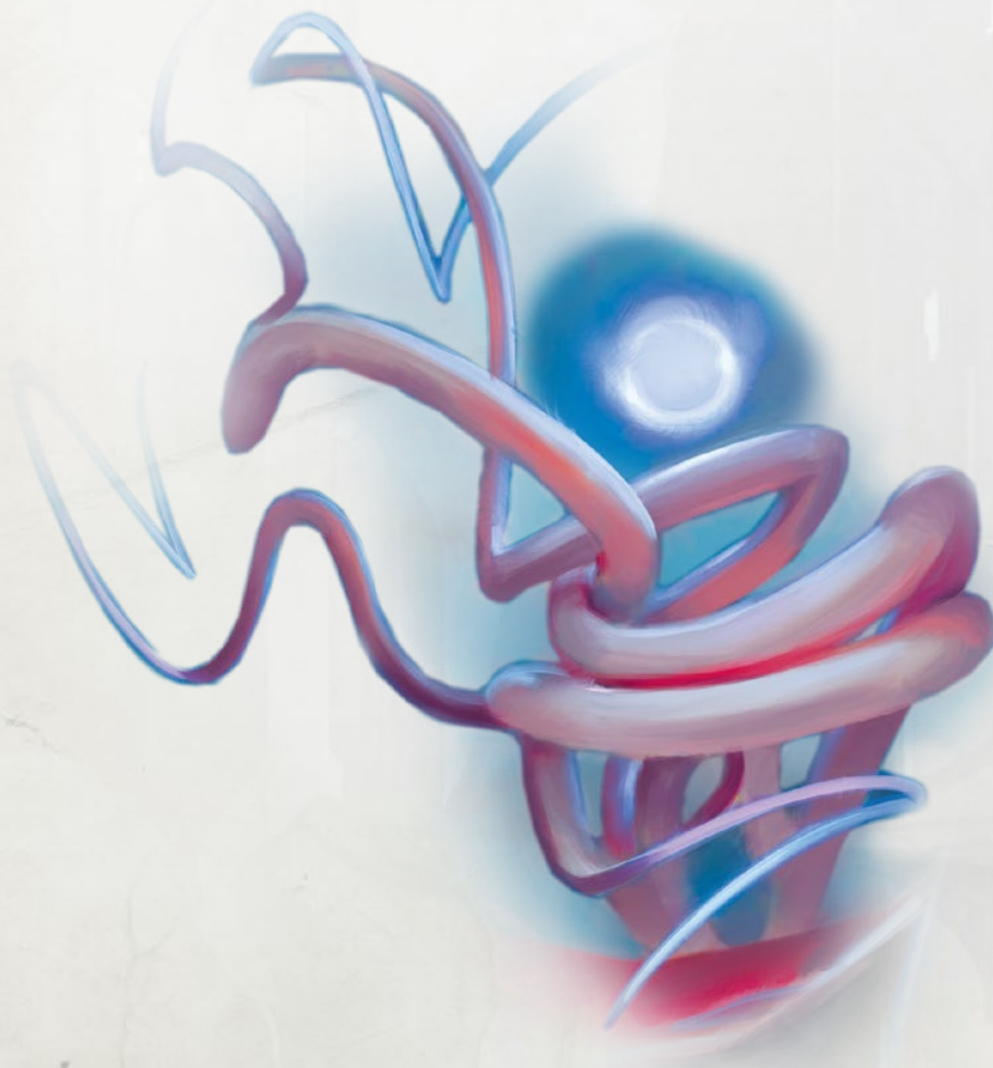
Torltheis companions are intelligent but completely alien and see humans and other intelligent creatures as mounts. Torltheis companions that don't have a host are always on the lookout for one.

They prefer to infest a target who is unaware or sleeping, whereupon they slither under the clothing and dive into the flesh while secreting anesthetizing slime.

Weird Dreams. Lately you've had weird dreams. In them, you don't have arms or legs but rather an elongated, featureless body. You're tunneling through warm, soft caverns. A steady and comforting thunder encompasses you, reminiscent of a heartbeat, but much louder and somehow more meaningful.

When you're awake, you feel different, too. Not bad. In fact, you feel good. Maybe better than ever. All the little aches and irritations you didn't consciously notice before are gone, more obvious in their absence. And that's not all. You have the ability to manifest a globe of silver light that can dazzle your foes. You're stronger. And you heal wounds quicker.

The one downside, one you've tried to hide from your friends lest they misunderstand, is that sometimes you see your skin shift and shudder, revealing the shape of something long and eellike swimming in the depths of your flesh.



TORLETHIS COMPANION*Small aberration, lawful neutral***Armor Class** 14 (natural armor)**Hit Points** 44 (8d6 + 16)**Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	15 (+2)	14 (+2)	13 (+1)	15 (+2)	11 (+0)

Skills Perception +6, Stealth +6**Condition Immunities** prone**Senses** darkvision 120 ft., passive Perception 16**Languages** —**Challenge** 3 (700 XP)**Camouflage.** The companion has advantage on Dexterity (Stealth) checks made to hide.**Granted Abilities.** A host gains two advantages while being parasitized by a torlethis companion, even if they don't realize they have one at first. Those abilities are:

- Silvery Orb
- 8 temporary hit points which are refreshed after each long rest

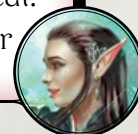
ACTIONS**Parasitizing Bite.** *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage and target must succeed on a DC 13 Constitution saving throw or be paralyzed for 1 minute. A target that fails this save may not realize they have been bitten, especially if they are asleep. During this minute, the torlethis companion slides into the target's flesh, becoming a parasite. Removing the torlethis is an extreme procedure, usually requiring that the target be dropped to 0 hit points, whereupon the torlethis disengages and slithers out.**Silvery Orb.** The host (or torlethis companion without a host) throws a silvery orb at a creature it can see within 90 feet of it. The target must succeed on a DC 13 Constitution saving throw, taking 16 (3d10) lightning damage on a failed save or half as much damage on a successful one.**Host Control.** A host finds they are not completely in control of themselves. Whenever the host attacks a foe, they must succeed on a DC 13 Wisdom saving throw or go into a fugue state, where they attempt to attack the foe with nothing but their silvery orb and bite attacks (many hosts are not especially good at biting) for 1 minute. A controlled target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success. If the host meets another torlethis companion host, the saving throws to resist the control have disadvantage, and the compulsion is to attack the other host until one of them is dead.

“It is disgusting, that’s all. Surely it’s just a parasite and should be eradicated. Like that curse the lich king delivered upon that noble that one time, remember? That guy spent a month throwing up worms every time he tried to talk, until he got a cleric to absolve him.”

~Faim Trubeard, dwarf veteran and prospector

“I don’t discount your opinion, Faim. And while you and I have similar feelings about the idea of such a creature living inside us, I don’t think the facts support it being a mere parasite. More like a symbiont, if the actions of its host are any guide. At least, right up until the host started trying to bite us to death for asking too many questions. It judged us a threat.”

~Elmande, elf mage and scholar



The characters discover a torlethis companion that seems dead (or in stasis). However, when they check again later, it’s gone. Maybe it slithered away?

ULENIC

Ulenics are many-limbed, carapaced creatures with no apparent eyes that communicate via scent. Creatures that sense via sight and communicate via spoken word probably can't tell ulenics apart, but ulenics can sense the position and rank of others of their kind simply by how they smell. A strict hierarchy among all ulenics is thus obvious to everyone (who is ulenic).

Homes with Endless Hallways.

Ulenics have colonized mazelike ruins, abandoned starcraft, and the crevices of alternate fractal dimensions that feature endless corridors, rooms, and chambers. They are consummate collectors of strange pieces of tech, oddities, and cyphers.

Self-Assembled from Found Tech. Ulenics seem partly composed of the oddities and other weird items they collect, allowing them to produce unlikely weapons as if from their own bodies, ranging from things as simple as pincers to as complex as ray emitters or various cyphers. Several ulenics working in conjunction might cobble together a much more powerful relic-like weapon.



Most ulenic communities are ruled by a larger ulenic called "Perfection of Scent."



Relics, page 45

Random Cypher Table 1, page 42

Random Cypher Table 2, page 44

ULENIC

Medium construct, unaligned

Armor Class 16 (natural armor)

Hit Points 44 (8d8 + 8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	11 (+0)	13 (+1)	12 (+1)	13 (+1)	11 (+0)

Skills Perception +4

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses darkvision 60 ft., passive Perception 14

Languages Ulenic (scent-based) but special devices that translate scent codes into audible languages

Challenge 1 (200 XP)

False Appearance. While the ulenic remains motionless, it is indistinguishable from a pile of junk.

Keen Smell. The ulenic has advantage on Perception (Wisdom) checks that rely on smell.

ACTIONS

Multiattack. The ulenic makes two slam attacks.

Slam. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) bludgeoning damage.

Cypher Attack (Recharge 6). The ulenic creates a cypher on the fly from its body parts that it can use offensively, defensively, or for some other purpose. Roll a cypher on **Random Cypher Table 1** or **Random Cypher Table 2**, or choose one that best suits the ulenic's need.

UMEM

Purplish black, umem have glowing red stomachs and claws. Eyeless, their heads are streamlined like those of a burrowing animal. Their skin is slick, but clods of dirt and rock adhere to them here and there, as if the creature regularly bathes in soil.

Subterranean Hunters. Umem are humanoids that live underground, though some live partly on the surface in mountainous areas near isolated villages of humans. In this latter case, some hunt humans for meat, while others pretend to be human in the deep darkness of the night, with various levels of success. When their deception fails, they steal away a human victim into the earth, who is never seen again. When they succeed, children without eyes are later born to the community, children who have a strange connection with the earth.

Most umem are hunters, but some suffer from an unsettling desire to associate with humans. Umem live in a complex of underground tunnels where they chant and sing in basso voices of a long-lost creator god who promised to return one day. Sacrifices to that god's memory are important to umem society, such as it is.



Some umem wear cyphers strung on necklaces.

UMEM

Medium humanoid (umem), chaotic evil

Armor Class 17 (natural armor)

Hit Points 52 (8d8 + 16)

Speed 30 ft., burrow 15 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	10 (+0)	15 (+2)	12 (+1)	11 (+0)	9 (-1)

Saving Throws Dex +2, Con +4, Wis +2, Cha +4

Skills Perception +4, Stealth +2

Damage Immunities fire

Senses blindsight 60 ft., darkvision 120 ft., passive Perception 14

Languages Umem, a few know Common

Challenge 3 (700 XP)

ACTIONS

Slam. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target.

Hit: 8 (1d10 + 3) bludgeoning damage plus 3 (1d6) fire damage.

Fire Pulse (Recharge 5–6). The umem radiates heat in a 20-foot sphere centered on itself. Each creature in that sphere must make a DC 12 Dexterity saving throw, taking 22 (4d10) fire damage on a failed save or half as much damage on a successful one.

VALMA

An active valma appears as a glowing purple tetrahedron, pyramid-shaped, floating point down. Intricate designs writhe across the faces, stitched in various hues of lavender light. Each face is about five feet in length. Other than their purplish glow and scrolling designs, they have no discernible features. However, when they vocalize, the light intensity pulses with each syllable.

Friendly. Maybe Too Friendly. When first encountered, a valma runs through hundreds of languages until it finds one that everyone in the group knows. Then it offers to tell stories, play games, keep confidences, and serve as the discoverer's very best friend. If quickly and utterly ignored, a valma slowly settles back to the ground, banking its glow until it's hardly noticeable. However, at the first hint of interaction, the valma pops back into the air with renewed enthusiasm and might follow its discoverer around for a time, pestering them with requests for more communication.

If encouraged in even the smallest way, the valma tries to ingratiate itself with the character with ever-mounting enthusiasm. A valma knows many things about ancient locations (and perhaps secrets of the Ancients as well) and loves playing word games. Over time, it becomes clear that a valma never grows tired of verbal interaction. If a character breaks off an exchange with a valma, they must carefully soothe the creature's "hurt feelings" or face consequences. In fact, if crossed, insulted, or ignored after being engaged, a valma can turn vicious.

Valmas have a reputation as crazed automatons of a previous age, better left alone.

A lone valma might be encountered as part of a collection of a wealthy merchant or lord who gathers oddities.

Hi. My name is Valma. What's yours? If you tell me a secret, I'll tell one, too. Come on, let's play!

~purple floating pyramid

VALMA

Medium construct, unaligned

Armor Class 16 (natural armor)

Hit Points 67 (9d8 + 27)

Speed 0 ft., fly 60 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
20 (+5)	20 (+5)	16 (+3)	20 (+5)	11 (+0)	7 (-2)

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 100 ft., passive Perception 10

Languages thousands including Common

Challenge 4 (1,100 XP)

Charged Form. Creatures who strike the valma with a melee or unarmed strike take 4 (1d8) lightning damage.

ACTIONS

Multiattack. The valma makes three electric tendril attacks.

Electric Tendril. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 9 (1d8 + 5) piercing damage plus 4 (1d8) lightning damage. If two tendrils hit the same target in a single turn, the target takes an additional 27 (6d8) lightning damage and is grappled (escape DC 15). The target takes this damage again every round at the start of the valma's turn until the target escapes. A valma can't attack while it has a creature grappled.

VAPE

A vape has no width. When it hunts its prey head-on, it appears as a thread-thin black line stretching up from the ground to shoulder height. Only when it turns, or if it's seen from the side, is the vape revealed as a massive, furred canid, long-muzzled and sharp-toothed, with piercing eyes. The claws and fangs appear formidable, but the vape's entire body is a molecule-thin blade.

Bladehound Hunting Tactics. A vape is called a "bladehound," though its body is sharper than a scalpel by a few orders of magnitude. A vape can cut through water, snow, mud, and other terrain features that would slow or hinder normal creatures. It cuts right through regular barriers and has a chance to break through magical ones, too.

They usually hunt in packs of three to six. The packs prefer to hunt in environments that naturally slow or even trap other animals and travelers, such as swamplands or mudflats. Alternatively, a lone vape may serve an NPC as a trained courser able to sniff out prey while remaining hidden.



Vapes are nothing more than art with delusions of life—well, that and they are very sharp.

~Gadarsen the One-Armed

A defeated vape can be salvaged for a monoblade.



Monoblade, page 92

VAPE

Medium beast, unaligned

Armor Class 14 (natural armor)

Hit Points 65 (10d8 + 20)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	14 (+2)	14 (+2)	6 (-2)	13 (+1)	8 (-1)

Skills Perception +5, Stealth +6

Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons

Senses darkvision 60 ft., passive Perception 15

Languages —

Challenge 3 (700 XP)

Keen Smell. The vape has advantage on Perception (Wisdom) checks that rely on smell.

Severing Stride. The vape's razor-thin form allows it to ignore difficult terrain by cutting through it. In addition, mundane

barriers up to 1 foot thick and AC 18 can be similarly cut straight through and do not slow the vape's movement.

Sharp Form. A creature that touches the vape or hits it with an unarmed melee attack is cut for 4 (1d8) slashing damage. In addition, nonmagical weapons made of metal or wood that strike the vape are cut in two if the character fails a DC 11 Wisdom saving throw.

ACTIONS

Multiattack. The vape makes two bite attacks.

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) piercing damage. Targets other than constructs, plants, or undead who fail a DC 14 Constitution saving throw bleed for an additional 3 (1d6) damage each round from blood loss. Each additional bleeding wound increases this damage by 1 each round. A creature can take an action to stanch the bleeding on itself or an adjacent ally with a successful DC 12 Wisdom (Medicine) check. The bleeding also stops if the creature receives any healing.

VAPOR LOUSE

Vapor lice reside in the sky, typically amid clouds, though sometimes they descend in fogs and mists that seep down from high places and travel naturally across the landscape. These crustaceans are translucent and can grow as large as twelve feet across. Despite their size, they can often ambush prey in foggy conditions. They possess internal organs that allow them to float in the air, as well as diaphanous and almost completely transparent wings that make them adept hunters. In groups, they can induce the atmosphere to become foggy or cloudy, which means they can both create the vapor they reside in and “herd” fog to move to new hunting areas.

Water Webs. Vapor lice can also spin webs of strengthened water, which they can either fling or leave between trees and structures when they move with low-lying mist. Vapor lice water webs are strengthened due to the water’s surface tension being dramatically increased, lasting several months or even years unless exposed to direct sunlight, which causes the tension to return to normal.

Attack of the Fog Ghosts. Because of a series of deaths following episodes of unnatural fog, a nearby community has come to believe that ghosts come out with the fog. As a result, they have established an elaborate system of propitiating those who’ve passed on by offering gifts of fresh meat and similar things, which seem to satisfy the ghosts, for the most part. They’re also looking for ghost hunters to deal with the problem permanently.

Though they hunt alone or in pairs, vapor lice may regularly return to colonies of ten or twenty individuals making up their hive.



VAPOR LOUSE

Large beast, unaligned

Armor Class 14 (natural armor)

Hit Points 52 (7d10 + 14)

Speed 0 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	13 (+1)	15 (+2)	1 (-5)	9 (-1)	2 (-4)

Senses blindsight 60 ft., passive Perception 9

Languages —

Challenge 2 (450 XP)

Flyby. The vapor louse doesn’t provoke an opportunity attack when it flies out of an enemy’s reach.

ACTIONS

Multiattack. The vapor louse makes two bite attacks.

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target.

Hit: 6 (1d8 + 2) piercing damage and the target is restrained (escape DC 12) with a wrapping of slick webbing. Each round a victim remains restrained in the webs, water is drawn from a living victim, inflicting 3 (1d6) necrotic damage.

VAYTAREN

The rumbling, booming noise could be the sound of some distant, subterranean machine powering on for inscrutable reasons. But if the noise continues to grow, shaking up through the floor and tingling spines with ever-greater ferocity, and if strange stonelike statues of explorers who previously disappeared in the area are spied, it could be a vaytaren. Vaytarens are associated with ancient ruins, often acting as guardians of specific areas or routes.

Reconfigurable Constructs. Vaytarens are large machines able to reconfigure themselves into all sorts of different shapes, which means they can appear as huge cubes, shapes somewhat resembling long beasts with many limbs, or even humanoid shapes standing at least twenty feet tall when upright. Their reconfigurations suit their situation, allowing them to move very fast, to remain inconspicuous, to maneuver in ruins that would otherwise be too small for them, to interact with creatures, and so on.

Indirect Communicators. Vaytarens are intelligent, but they do not speak directly. They can be negotiated with, but only if they take control of a nearby device or machine that can speak for the vaytaren in a way characters can understand. They are not malicious but will guard any location the Ancients assigned them to watch over, even if all evidence points to it being nothing more than a ruin.



A vaytaren carries a few cyphers and possibly a relic or iron flesh.



Iron flesh, page 49

VAYTAREN

Huge construct, unaligned

Armor Class 15 (natural armor)

Hit Points 228 (24d12 + 72)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	13 (+1)	17 (+3)	10 (+0)	18 (+4)	13 (+1)

Saving Throws Con +7, Wis +4, Cha +5

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 120 ft., passive Perception 14

Languages hundreds via a nearby device of the Ancients

Challenge 11 (7,200 XP)

Magic Resistance. The vaytaren has advantage on saving throws against spells and other magical effects.

Magic Weapons. The vaytaren's weapon attacks are treated as if magical.

Speak Through Device. A vaytaren can speak through another other device of the Ancients within 120 feet of it, though this speaking doesn't affect the device in any other way.

ACTIONS

Multiattack. The vaytaren can make five slam attacks.

Slam. Melee Weapon Attack: +7 to hit, reach 10 ft., one target. **Hit:** 12 (2d8 + 3) bludgeoning damage and the target must make a successful DC 15 Constitution saving throw or be injected with a greenish-black ribbon of energy that writhes beneath their skin. A victim should keep track of the number of separate ribbons that swim beneath their skin. When the combat is over, the victim must make another Constitution saving throw with a DC equal to 8 + the number of ribbons. On a failed save, the victim is petrified, becoming a figure of black stonelike material. (On a successful save, all the ribbons are purged.)

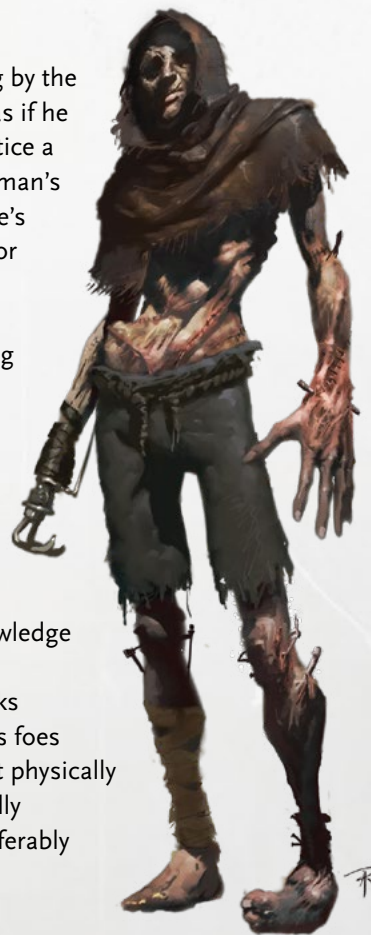
WHISPER

He's muttering words, or maybe only nonsense. He's abandoned bathing, grooming, and possibly even eating by the way his clothes hang. He's eager to reach you, though, as if he has important news to share. As he approaches, you notice a thin metallic extension protruding from one side of the man's head. The stranger motions you to lean close because he's got a secret. But either he doesn't speak your language or he's insane, because the syllables that tumble out of his mouth sound like babble. So you continue on your way, wishing the stranger would stop following you, muttering and shambling.

And you wonder why you suddenly feel so warm . . .

Changed by an Infovirus. Whispers were once normal people, but they were changed by a self-propagating infection of recursive knowledge that took over their minds to achieve a purpose that only the Ancients could probably appreciate, or fear. Loose again, they seek to expose intelligent creatures to the recursive knowledge that causes them, too, to transform into whispers.

Nonviolent but Dangerous. A whisper physically attacks another creature only in defense. When it does, it batters foes with frenetic punches, kicks, and bites. Whether or not it physically attacks, a whisper always strives to verbally impart weirdly structured noises to the nearest intelligent creature, preferably when it can directly speak into its intended victim's ear.



Intelligent nonhumans may be infected with the infovirus, but usually they are unaffected (or there's a complication and they die).

WHISPER

Medium humanoid (human), lawful neutral

Armor Class 13 (natural armor)

Hit Points 44 (8d8 + 8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	8 (-1)	12 (+1)	18 (+4)	11 (+0)	12 (+1)

Skills Deception +3, Performance +3

Damage Resistances bludgeoning and piercing from nonmagical weapons

Condition Immunities charmed, exhaustion

Senses darkvision 60 ft., passive Perception 10

Languages —

Challenge 2 (450 XP)

Blend In. The whisper has advantage on Charisma (Deception) and Charisma (Performance) checks to seem just like a regular person.

ACTIONS

Slam. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target.
Hit: 12 (2d8 + 3) bludgeoning damage.

Whisper Infovirus (Recharge 5–6). A humanoid within 5 feet of the whisper must succeed on a DC 14 Intelligence saving throw or become diseased with an infovirus. The disease has no effect for 1 minute and can be removed by any effect that cures disease. After 1 minute, the diseased creature gains one level of exhaustion each hour as it begins to lose its individuality, undergoing a conversion that turns it into a whisper upon gaining six levels of exhaustion. The victim can attempt one other save to avoid the conversion right before it would otherwise happen, or receive a treatment that cures disease to avoid becoming a whisper.

XAAR

Xaar are machine parasites that feed upon and ultimately control other machines and constructs. They appear to be small metal-and-synth objects with small wings, hovering innocuously next to another device. The xaar absorbs energy to sustain itself from other machines and constructs in close proximity, and after a time it can take control of the other machine's functions, slaving the device to itself.

Live and Let Live. For the most part, xaar pay little attention to organic beings unless they pose a threat or seek to prevent them from feeding. They take great umbrage at the idea of an organic creature “owning” a mechanical device or construct and would never respect such a claim.

Willing to Deal. Xaar are intelligent and—if approached correctly—quite willing to talk. They respect intelligence, truth, and confidence (but not boastfulness). They don't relate to most emotions.

Xaar are usually encountered with a larger, more dangerous machine or construct that they exert control over.

XAAR

Small construct, unaligned

Hit Points 42 (12d6)

Speed 0 ft., fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
12 (+1)	13 (+1)	10 (+0)	10 (+0)	12 (+1)	20 (+5)

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses darkvision 60 ft., passive Perception 11

Languages speaks hundreds including Common

Challenge 4 (1,100 XP)

ACTIONS

Electric Touch. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 18 (4d6 + 4) lightning damage.

Machine Control (Recharge 6). One construct fashioned by the Ancients (or fashioned using the Ancients' methods) that the xaar can see within 5 feet of it must succeed on a DC 15 Constitution saving throw or be controlled electronically via a silver tether that makes a connection; this is not a charm effect and constructs with charm condition immunity are vulnerable to this effect. The xaar now controls the construct but doesn't deprive the target of awareness. The xaar usually settles on the creature it controls, so that it can't be targeted by any attack, spell, or other effect. (Usually, foes don't realize the xaar is anything other than a piece of equipment.) The control lasts until the controlled target drops to 0 hit points or the xaar ends it as a bonus action.



XACOROCAX

Xacorocaxs are rare, but the terrors are talked about for years in areas near where one is found and unwittingly activated. Thankfully, a xacorocax's range seems confined to the set of ruins where it is initially encountered. A xacorocax that went wandering would be far more terrible.

Land Fishers. A xacorocax sets to its butchery by first launching projectile hooks on the ends of steel chains at every living thing nearby. Those hooked are caught like a fish on a line and pulled into their machine mouths. If a victim is killed while held in the xacorocax's mouth, the body is completely processed and exits the creature in several vacuum-packed portions.

Machine on the Move. A trader known for her fine selection of meats and similar delicacies misses several deliveries. Concerned customers set a bounty on her being found alive. However, should anyone go looking, evidence suggests the trader fell afoul of a numenera device she'd been feeding farm animals to before selling the finely butchered and wrapped output. Somehow the device got free and is now roaming about; it's a xacorocax.



The metal beast rolled out of a cubby. Its eyes speared us with blinding beams. Its teeth were slicing blades, saws, and scalpels. Its lips bristled with projectile hooks, which caught Maux, who was nearest. He was hauled, clawing and screaming, into the mouth. Right before our eyes, it sliced him up as nicely as a team of butchers working a beast carcass. But that wasn't the worst of it. When the thing swallowed, what came out the bottom was all Maux's parts—organs, skin, brain, guts, and meat, all neatly packed in air-sealed film wraps, perfectly preserved.

~Leverett Stamper, in a report detailing a team member's loss

XACOROCAX

Large construct, unaligned

Armor Class 17 (natural armor)

Hit Points 85 (10d8+40)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	15 (+2)	18 (+4)	11 (+0)	12 (+1)	9 (-1)

Damage Immunities poison

Condition Immunities blinded, charmed, deafened, exhausted, frightened, paralyzed, petrified, poisoned

Senses blindsight 120 ft., passive Perception 11

Languages —

Challenge 9 (5,000 XP)

Magic Resistance. The xacorocax has advantage on saving throws against spells and other magical effects.

Magic Weapons. The xacorocax's weapon attacks are treated as if magical.

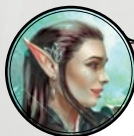
ACTIONS

Multiattack. The xacorocax makes three attacks with its hooked chains.

Hooked Chains. *Melee Weapon Attack:* +8 to hit, reach 30 ft., one target. *Hit:* (2d6 + 4) slashing damage. The target is grappled (escape DC 14). Until this grapple ends, the target is restrained and takes 7 (2d6) piercing damage at the start of each of its turns. A Xacorocax can grapple up to three Medium or smaller creatures at a time.

REACTIONS

Process Parts (Recharge 6). When a creature starts its turn grappled by the xacorocax, it must succeed on a DC 16 Strength saving throw or be reeled into the xacorocax's mouth. If reeled in, the creature must immediately succeed on a DC 16 Constitution saving throw or drop to 0 hit points. At the end of the xacorocax's next turn, the target is processed into several smaller pieces, packaged, and excreted.



“What do you think, Faim? A mining machine?”

~Elmande, elf mage and scholar

“I'm not sure that machinery in front is best suited for extracting and grinding stone. And, see? The stains at the front are not rust; unless all my years of fighting lie to me, that's dried blood. No, Elmande, this is no mining machine a dwarf might envy, but rather a construct designed for butchery. I recommend we back away slowly, unless it begins moving, in which case, run.”

~Faim Trubeard, dwarf veteran and prospector



ZANDREL

Weird coincidences are common when a zandrel is near, especially coincidences that aid the creature or hamper or even harm its prey.

Sometimes particularly improbable things happen near a zandrel, such as a longtime pursuer finally catching the character.

A zandrel might just fly off with Medium or smaller prey.

This large, birdlike creature has a wicked beak, red-and-black feathers that end with barbs and spikes, and legs that feature cruel talons. Tiny glowing white motes of light often drift in the air around a zandrel. It has amazing vision and hunts by either day or night, because it can see in even completely lightless conditions.

Always Flying, Always Hunting. A zandrel can glide on updrafts in the air for days or possibly months at a time before it must descend to rest or hunt again. It can usually rise so high that it is essentially invisible to creatures on the ground, though its eyesight is so keen that it can clearly see anything that moves on the surface even when it's miles high.



ZANDREL

Large monstrosity, unaligned

Armor Class 14

Hit Points 93 (11d10 + 33)

Speed 20 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	16 (+3)	16 (+3)	5 (-3)	18 (+4)	11 (+1)

Skills Perception +6

Damage Immunities poison

Condition Immunities poisoned

Senses blindsight 30 ft., darkvision 500 ft., passive Perception 14

Languages —

Challenge 4 (1,100 XP)

Flyby. The zandrel doesn't provoke an opportunity attack when it flies out of an enemy's reach.

Improbability Field. The odd coincidences that continually plague a zandrel's foes or prey make this creature tougher to overcome in combat than one might initially estimate. A foe might slip as they defend, their weapon could catch on a spur of armor or in their sheath, the ground might give way beneath a foe's feet at just the wrong time, and so on. This is mechanically reflected as the zandrel having advantage on all checks, attacks, and saves.

ACTIONS

Multiattack. The zandrel makes two claw attacks. If the zandrel is grappling a creature, the zandrel can also use its spikes once.

Claw. Melee Weapon Attack: +6 to hit, reach 10 ft., one target. **Hit:** 11 (2d6 + 4) slashing damage. The target is grappled (escape DC 14) if it is a Large or smaller creature and the zandrel doesn't have another creature grappled.

Spikes. A creature grappled by the zandrel must succeed on a DC 13 Constitution saving throw or be poisoned for 1 minute. Until this poison ends, the target is paralyzed. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

ZARISK

This lemur-like creature has a large transparent synth lens instead of a face.

Illusion Crafter. The zarisk can create still or moving images across its wide “eye.” The lens also serves as the creature’s eyes as well as its means of communication; it shows hypnotic images or appealing lights to attract insects it eats, eyes and facial expressions when curious with strangers, and soothing colors to those it doesn’t view as a threat.

However, if threatened, it can rapidly strobe its lens, disorienting opponents.

Companion Creatures. Zarisks are cautious but can be befriended and tamed if offered food, especially sweets or alcohol similar to the fruit nectar they enjoy. They like imitating the faces of children, and if treated well, they make good companions for young and old alike.



ZARISK

Tiny beast, unaligned

Armor Class 12

Hit Points 45 (10d4 + 20)

Speed 20 ft., climb 40 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	14 (+2)	14 (+2)	7 (-2)	14 (+2)	11 (+1)

Skills Athletics +2, Perception +4, Stealth +4

Damage Resistances poison, psychic

Senses darkvision 60 ft., passive Perception 14

Languages —

Challenge 1 (200 XP)

Keen Smell. The zarisk has advantage on Wisdom (Perception) checks that rely on smell.

Psychic Backlash. An enemy who hits the zarisk with a melee attack while within 5 feet of it takes 5 (2d4) psychic damage.

ACTIONS

Multiattack. The zarisk makes two psychic bolt attacks.

Psychic Bolt. *Ranged Weapon Attack:* +4 to hit, range 80/320 ft., one target. *Hit:* 5 (1d6 + 2) psychic damage.

REACTIONS

Strobing Defense. The zarisk adds 3 to its AC against one melee attack that would hit it by rapidly strobing brilliant lights from its central eye. To do so, the zarisk must see the attacker. Attackers who are averting their gaze or who don’t use standard vision are immune.

ZAYRN

Thieving humanoids with extra arms, zayrn are about four feet in height with skin able to match the shade of nearby objects. Some call them pesky, but those who've had a run-in with a swarm of zayrn in a dark alley call them vicious. Once a zayrn colony establishes itself in the side roads and eaves of a large town or city, they are difficult to find and burn out. Zayrn are determined to steal anything and everything lone travelers (or small groups) possess—even clothing, if they can get away with it. Zayrn produce a bass drone when they attack, sometimes so low that people can't hear but only sense the noise, which seems to improve a zayrn mugging's odds of success.

Vicious, Organized Thieves.

Zayrn go after valuables, food, or whatever they can get and are not afraid to directly confront targets if attacking in groups of three or more, ambushing from building eaves high above their targets. Zayrn are thieves but will kill those who deny them their prize. Once they have what they seek, they flee as quickly as possible, using their ability to change the color and texture of their skin to slip away as if vanishing.



A zayrn nest contains clothing, a few oddities, and 1d6 cyphers.

ZAYRN

Small humanoid (zayrn), chaotic neutral

Armor Class 12 (natural armor)

Hit Points 21 (5d6 + 4)

Speed 30 ft., swim 40 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	11 (+0)	12 (+1)	8 (-1)	13 (+1)	9 (-1)

Skills Athletics +4, Sleight of Hand +4, Stealth +4

Senses darkvision 120 ft., passive Perception 15

Languages Zayrn, a few words of Common

Challenge 1/2 (100 XP)

Light-Fingered. As a bonus action, a zayrn with advantage against a target within 5 feet can make a Dexterity (Sleight of

Hand) check to attempt to steal an object from that target. The object can be any item not currently held by the target, so long as it is not chained in place or in a locked container.

Strength in Numbers. A zayrn gains advantage on attacks if it and its target are within 5 feet of another zayrn that isn't incapacitated.

Urban Camouflage. The zayrn has advantage on Dexterity (Stealth) checks made to hide in urban areas.

ACTIONS

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target.
Hit: 6 (2d4 + 1) piercing damage.

Claws. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target.
Hit: 6 (2d4 + 1) slashing damage.



INDEX

KEY

AOTA = *Arcana of the Ancients*

BTM = *Beneath the Monolith*

BFS = *Beasts of Flesh and Steel*

Abykos	BTM 142	Caffa	BTM 144	Dread rider	BFS 46
Accelerator	AOTA 142	Callerail	AOTA 152	Dritch	BFS 47
Aeon priest	BTM 150	Calyptor	BFS 24	Earthshaker	BFS 49
Aliopter	AOTA 144	Candescent sabon	BFS 26	Edacious destroyer	BFS 50
Aneen	BTM 148	Caprimag	BFS 27	Elaan	BFS 52
Anhedon	AOTA 145	Carnivorous color	BFS 28	Eldmor	BFS 54
Arch nano	BTM 155	Chalik swarm	BFS 29	Encephalon	BFS 55
Argozt	BFS 12	Chance moth swarm	BFS 30	Entrope	AOTA 172
Aristocrat	BTM 151	Chirog	AOTA 154	Ergovore hound	BFS 56
Arric frog	AOTA 146	Chiurgeate swarm	BFS 32	Erodel shepherd	BFS 57
Astraphin monolith	AOTA 147	Chronal feeder	BFS 33	Erulian	BFS 58
Ateric	BFS 14	Clicker	BFS 34	Erulian master	BFS 59
Avatrol	BFS 16	Coccitan	BFS 35	Erynth grask	BFS 60
Awakened ruin	BFS 17	Colchin	BFS 36	Etterick	AOTA 173
Basic automaton, type one	AOTA 246	Colostran	BFS 37	Exigen	BFS 62
Basic automaton, type two	AOTA 246	Cragworm	AOTA 155	Explorer	BTM 153
Basic automaton, type three	AOTA 247	Crith	AOTA 156	Ferno walker	AOTA 174
Basic automaton, type four	AOTA 247	Cuiddit	AOTA 157	Flaw	BFS 63
Basic automaton, type five	AOTA 248	Culova	AOTA 158	Flesh pup	BFS 64
Basic automaton, type six	BFS 20	Cyclic raider	BFS 38	Flying elchin	BFS 65
Basic automaton, type seven	BFS 21	Cynoclept	AOTA 159	Fuser	BFS 66
Beastcoat infiltrator	AOTA 149	Cypherid	AOTA 161	Gallen	BTM 148
Blacktusk	BFS 22	Dabirri	AOTA 163	Ganthanhar	AOTA 175
Blood barm	AOTA 150	Dal	BFS 40	Gaphelin	BFS 67
Bowg	AOTA 151	Dark fathom	AOTA 164	Gazer	AOTA 176
Brehm	BTM 148	Deadeye	AOTA 166	Gevanic	BFS 69
Brendril	BFS 23	Deadly warrior	BTM 151	Ghost crab	BTM 145
Broken hound	BTM 143	Decanted	BFS 42	Glaive	BTM 153
		Decanted reaper	BFS 43	Glaxter	AOTA 177
		Dedimaskis	BFS 44	Gleresisk	AOTA 178
		Defender	BTM 152	Golden cachinnate	BFS 70
		Diplomat	BTM 152	Golthiar	AOTA 179
		Disassembler	AOTA 167	Grey sampler	AOTA 181
		Dissector	AOTA 169	Griefsteel	AOTA 182
		Dread destroyer	AOTA 170	Grush	BFS 72

Haneek	AOTA 183	Murden	AOTA 204	Shadow knight	BTM 157
Heeldran	BFS 73	Nacreope	BFS 112	Shatarak	BFS 148
Herder	AOTA 184	Nalurus	AOTA 206	Shiul	BTM 148
Hollow glaive	BFS 74	Namnesis	BFS 113	Shivern	BFS 149
Hontri	BFS 75	Nano	BTM 155	Skreer	BFS 150
Hungry pennon	AOTA 185	Nano exemplar	BTM 156	Slidikin	BFS 151
Iani	BFS 76	Neanic	BFS 115	Snow loper	AOTA 234
Ice weaver	BFS 77	Neden mask	BFS 116	Sogrin orb	BFS 152
Igothus	BFS 78	Neodrod	BFS 117	Specialist	BTM 158
Imorphin gonoph	BFS 79	Nevajin	AOTA 207	Sporewing	BFS 154
Imusten crawler	AOTA 187	Neveri	AOTA 208	Spurn	BFS 155
Ithsyn	BTM 146	Nibovian guide	BFS 118	Stalking shade	BFS 156
Ixobrychid	BFS 80	Nibovian wife	BTM 147	Steel angel	BFS 158
Jack	BTM 154	Nilbre	BFS 120	Steel spider	AOTA 235
Jesanthum	AOTA 188	Nildir	BFS 121	Stellar weaver	BFS 159
Jiraskar	AOTA 189	Norcrown	BFS 122	Steward	BTM 158
Jreet	BFS 82	Null-cat	BFS 123	Stitcher	BFS 161
Jurulisk	AOTA 191	Nychthemeron	BFS 124	Stratharian war moth	AOTA 236
Jybril	BFS 83	Nyakamono	BFS 126	Syzygid instructor	BFS 162
Kalyptin crab	BFS 84	Odlark	BFS 127	Tarrow mole	BFS 163
Kanthid	AOTA 192	Ojj	AOTA 210	Tarza	BFS 164
Kaseyer	BFS 86	Olion	BFS 128	Terror bird	BFS 165
Keltonim	BFS 87	Omath ranger	BFS 129	Tetrahydra	AOTA 237
Kelursan	BFS 88	Oorgolian soldier	AOTA 212	Thexx	BFS 166
Killist	AOTA 193	Oorgolian tester	BFS 130	Thread walker	BFS 167
Laak	AOTA 194	Peerless	AOTA 214	Thuman	AOTA 238
Lacarc courier	BFS 90	Phasic	BFS 131	Titanothaur	BFS 168
Larus	BFS 91	Philethis	AOTA 216	Tonbrium hunter	BFS 170
Latos	AOTA 195	Plasmar	AOTA 218	Torlethis companion	BFS 172
Laurik-ca	BFS 92	Progenitor	AOTA 220	Tough	BTM 159
Legionary	BTM 154	Progenitor larva swarm	AOTA 221	Travonis ul	AOTA 239
Leradyt	BFS 94	Pygmy hapax	AOTA 222	Ulenic	BFS 174
Magmid	BFS 96	Quar bastion	BFS 132	Umern	BFS 175
Malvok	BFS 98	Quotien	AOTA 224	Uncommon animal	BTM 148
Marauding vault	BFS 99	Rahenum	BFS 134	Valma	BFS 176
Margr	AOTA 197	Rangifer blight	BFS 136	Vape	BFS 177
Marteling whale	BFS 100	Raster	AOTA 226	Vapor louse	BFS 178
Mastigophore	AOTA 198	Ravage bear	AOTA 227	Varakith	AOTA 240
Memora	BFS 101	Razorcat	BTM 148	Vaytaren	BFS 179
Mercurial wasp	BFS 102	Redintegrad	BFS 138	Warlord	BTM 159
Merkadian soldier	AOTA 199	Released, the	BFS 140	Whisper	BFS 180
Mesomeme	AOTA 201	Relentless reaper	AOTA 228	Xaar	BFS 181
Mesotemus	BFS 103	Rhadamanth	BFS 141	Xacorocax	BFS 182
Metasthan	BFS 104	Rorathik	BFS 142	Xi-drake	AOTA 24
Mimus	BFS 105	Roummos	BFS 143	Yellow swarm	AOTA 242
Mlox	AOTA 202	Rurtalian	BFS 145	Yovok	AOTA 243
Morigo	BFS 106	Rythcallocer	BFS 146	Zandrel	BFS 184
Morl	BFS 107	Sarrak	AOTA 230	Zarisk	BFS 185
Morvik	BFS 108	Sathosh	AOTA 232	Zayrn	BFS 186
Mujidavar	BFS 110	Scholar	BTM 157	Zhev	AOTA 244
Multrolca	BFS 111	Seskii	AOTA 233		





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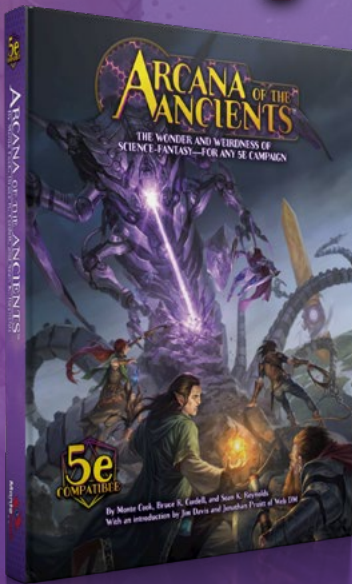
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In the misty recesses of time, undreamt civilizations rose and fell. They built citadels of metal, glass, and light. They crafted wonders and harnessed energies at which we can only guess. The remnants of their incredible creations now lay hidden away in the deepest recesses of the world. Those few learned folk who know of them have a name for these places, objects, and creatures. They call them the . . .

ARCANA OF THE ANCIENTS



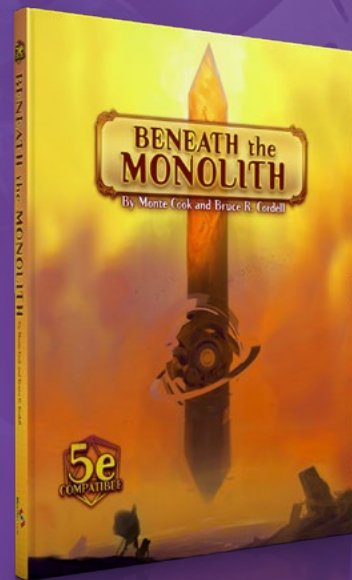
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