

The background of the entire page is a lush, dense forest. The trees are tall and thin, with a complex network of branches. The ground is covered in green ferns and other foliage. In the center of the forest, there is a stone archway or tunnel entrance, leading into the distance. The lighting is soft and diffused, creating a misty atmosphere.

**LEVEL UP**  
ADVANCED 5TH EDITION

**MEMORIES  
OF  
HOLDENSHIRE**



# MEMORIES OF HOLDENSHIRE

AN ADVENTURE FOR 1ST LEVEL CHARACTERS

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## INTRODUCTION

# MEMORIES OF HOLDENSHIRE

*A monstrous insectile being has invaded the minds of innocent bystanders and psionically press-ganged them into a "cult" deep within the catacombs of Northminster. After the cult plagued the townsfolk for weeks, the brave adventurer Annika Crestveil delved beneath the city and neither she nor the vile insect survived their battle. Left dazed and confused at the end of another hero's story, our "cultists" must find a way to regain their memories and find the real culprits while being hunted down by Annika's brother Tariq Crestveil, the captain of the guard relentlessly seeking vengeance for the death of his sister.*

## About the Adventure

This introductory adventure is designed for an adventuring party of four to five 1st level characters. *Memories of Holdenshire* is a *Level Up* adventure that begins below the city of Northminster and ends in the small town of Hengistbury in the county of Holdenshire. By the end of the adventure, the adventurers should be 3rd level. *Memories of Holdenshire* can be run independently as its own adventure, a prelude to your own campaigns, or it can be used to lead directly into the much larger *Level Up* adventure path of *To Save A Kingdom*. The county of Holdenshire is the central location for *To Save A Kingdom* but it can also fit comfortably into any larger fantasy setting of your choosing.

To run this adventure you should have a general understanding and familiarity with 5E, but you do not need any other *Level Up* books or content—it introduces the innovations of *Level Up* and every mechanic, item, and monster unique to *Level Up* is presented in full and is usable with only 5E experience.

## Adventure Background

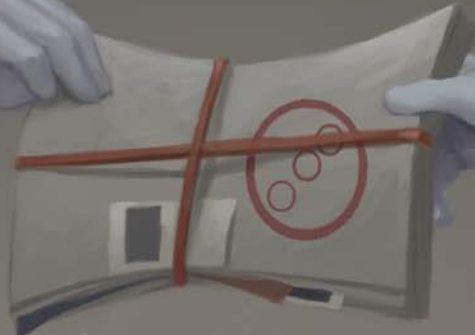
A month ago each of the adventurers were abducted off the road east of Hengistbury by Orfrain Cassar, a highwayman turned unwitting vassal of a psychic extraplanar insect called a khalkos. Orfrain then delivered his prisoners to the khalkos deep in the catacombs underneath the city of Northminster where it psionically enslaved them into its own private "cult", forcing the party to abduct others from the settlement above and making them infamous "cultists" in the eyes of Northminster.

The players will not remember what happened during their weeks of psionic domination and should begin the adventure confused about their circumstances. Their last memories should be hazy recollections of Hengistbury—prior to the adventure or during the first session, the Narrator should work with players to determine what they remember and why they'd either live in or pass through Hengistbury.

## A Different Start

Starting off a game with everyone forgetting who they are may not be an attractive prospect for all groups. Alternatively, the party may begin as burgeoning adventurers that seek out Annika Crestveil in search of advice or guidance, learning from her brother Tariq that she was last seen entering the catacombs under the city—but he warns not to delve under Northminster and that it is a matter for the guard. The PCs arrive to find the dazed cultists, but spotters working for the local thieves' guild see them descending below and use the opportunity to frame them (so the adventure proceeds mostly normally).

As soon as the adventurers are topside again they hear that they're wanted for conspiracy with the cult as well as tampering with criminal evidence and several other charges that numerous (bribed and lying) witnesses corroborate. Left with few other options the party returns to the cult's hideout where they discover that everything of value has been taken away, but there are several obscure markings that were not there before (which any rogue recognizes as thieves' cant with the clear message to "leave it be"). Conveniently there's also a message of gratitude intended for the decoys that helped the thieves' guild pilfer the area, urging them to contact Belton Freedew for help (if none of the PCs know thieves' cant, this can instead be communicated with a simple paper note written in Common which disintegrates when touched). Once they've traveled to a safe place with Belton (the Weirwood in Holdenshire) and earned his trust, he promises to clear their names back in Northminster—though he never makes it back.



## Adventure Overview

The adventure takes place over the course of three acts, each of which is designed to take 1–2 regular sessions of play, give or take a session depending on the speed of the players and the length of each session.

### Act I: The Cult Who Knew Too Little *For adventurers of 1st–2nd level*

The adventurers have been scandalously abducted, their minds taken from them by a powerful extraplanar monster and their actions the past few weeks not their own. Just before the adventure begins a famed hero, Annika Crestveil, delves into the Northminster catacombs and does battle with the insidious khalkos. Both Annika and the khalkos die in their fight, and the adventure opens as the heroes find themselves waking up in the catacombs with no memory of recent days, trying to piece together what happened.

Upon reaching the surface, the adventurers find to their surprise that they are wanted criminal "cultists" being hunted by the town guard. They meet Belton Freedew, a charming member of the criminal underground willing to smuggle them out of the city for a price. After completing a few dangerous tasks for Belton, the players narrowly escape the city in a high-speed wagon chase and they set out into the wilderness in search of Granny Appleseed, a wise woman capable of restoring their lost memories. The adventurers advance to 2nd level at the end of this act.

### Act II: On the Lam

#### *For adventurers of 2nd level*

With Captain Tariq hot on their trail, the roads are no longer safe and the party must forge ahead through lawless and wild territories. The adventurers run into numerous encounters as they avoid the guards and explore the wilderness, surviving against the elements and crafting new identities with help from Belton. Eventually they arrive in the Weirwood and meet Granny Appleseed—and after some cooking and riddles they learn that to restore their memories they'll need to return to Hengistbury where it all started.

### Act III: Evil's True Face

#### *For adventurers of 2nd–3rd level*

The party arrives in Hengistbury and bids farewell to Belton as they settle in and attempt to regain their memories. The little town is far from quiet and after some needed rest the adventurers must defend the townsfolk from kobold attacks. Eventually their memories return and each of the PCs recalls being abducted on the east road, and upon inspection they find a smashed wagon—and that Belton never made it to his destination. The party then tracks down Orfrain Cassar's lair where they find both Belton and Captain Tariq captured within. In a grotesque twist of their final confrontation, Orfrain's head bursts to reveal the sickening khalkos larvae within. The adventurers squish the psionic vermin and make peace with Captain Tariq, advancing to 3rd level at the end of this act.

## Safety Tools

Roleplaying games provide a chance at escapism, an outlet for creativity, and a unique opportunity for collaboration. They are also, however, often largely improvisational. Because of this players can be exposed to potentially upsetting or distressing scenarios. Safety tools give groups an easy way to cut these scenarios short or even avoid them all together.

The most important part of collaborative gameplay is *communication*. Disruptive players, uncooperative characters—the first step to solving every problem is almost always communication. When using safety tools it is the Narrator's responsibility to educate the table on their importance and how to use them, and a player's responsibility to make themselves heard and to utilize the implemented safety tools properly. Without proper communication and collaboration between players and the Narrator, safety tools cannot effectively do what they're intended to do.

*Level Up: Trials & Treasure* has guidance for using a larger variety of safety tools including Lines and Veils, Script Change, and the X-Card (all of which are easy to find on the internet thanks to their creators). Narrators should have a group discussion to determine which safety tools are best for the table before the adventure begins and make sure everyone knows how to use them.

## Session Zero

Before any adventuring occurs the Narrator and group should have a session zero to determine the game's boundaries, build PCs, and establish backstories. This planning session is a crucial element to the adventure (and using *Level Up!*) that helps make everything run more smoothly and avoid upsetting pitfalls that might otherwise disrupt the game. In roleplaying games a session zero is the equivalent of a job interview. It is one of the most useful safety tools, as it allows players to communicate what they expect from a campaign and what type of game they actually want to play.

## What Are Safety Tools?

During improvisational, collaborative play, situations may arise where one or more players and even the Narrator are stressed, uncomfortable, or just not having fun. Safety tools provide an easy way to check in with each other, learn where one another's boundaries lie, and can help navigate difficult situations when they arise.

Below are just a few ways that a session zero can improve the game:

- Allows the Narrator to prepare a story that aligns with player expectations.
- Encourages collaborative character creation which can improve a party's synergy in all pillars of play.
- Provides a great opportunity for players to introduce themselves, potentially for the first time, and can help determine if players are a good fit for the game.

A session zero can take place at any point during a campaign, but is the most useful when done beforehand in conjunction with character creation. It can be used as an opportunity to address things like boundaries, preferred play styles, campaign flavor, and table rules. It can also be used as an opportunity for making a truly cohesive adventuring party, and for the Narrator to work the characters' stories into their world.

Even if the Narrator feels like some of the subjects covered in a session zero don't apply to their group, discussing things can yield surprising results that merit changes which make the game better. When planning to utilize other safety tools, a session zero is the perfect place to introduce them and lay the groundwork necessary for them to be successful.

## Main Locations

*Memories of Holdenshire* is an adventure that covers a lot of ground, moving from the city of Northminster across the wilderness into the Weirwood and finally to the small town of Hengistbury.



## Northminster

**Population:** 11,000 (60% human, 12% halfling, 28% other)

**Government:** The town is ruled by Abbot Briar with a tradition of quasi-religious monarchy.

**Defense:** A town guard keeps watch on the imposing exterior walls and polices the townsfolk, but the criminal underbelly is also quite capable of defending itself.

**Commerce:** Fishing is the primary industry and basic everyday supplies are available, as well as simple crafts and weapons. Black market items such as poisons are also available from the Redwall area.

Northminster was founded as a single religious abbey approximately 400 years ago along the shores of the Northern Ocean, though exactly what god was worshiped here has been lost to time. A township built up surrounding the abbey and some 150 years ago it was overtaken in a brief but bloody conflict. Statues and icons of faith were destroyed, leaving the massive abbey as a hollow monument. Now the position of "abbot" has been passed down for generations and the current abbot rules over Northminster from a place of ill-defined religious authority.

The city's size has made it a tempting target for goblin attacks from the east using the catacomb tunnels to infiltrate past the exterior walls. A lack of action on these threats combined with increasing taxation from Abbot Briar has left the populace disgruntled, and there are murmurs of action against the abbot (particularly amongst the criminal element in Redwall).

## Northminster Abbey

The center of Northminster is dominated by a large stone abbey which has become the seat of power for the city. The abbey is a wide three-story structure of ornate design, and it as well as its nearby structures and the 20-foot wall that surrounds it all are crafted from ochre-red stone. The abbot and his "clergy" form the ruling class of Northminster within the abbey itself, while the town guard is stationed in the other interior buildings within the wall. Stumps of broken statues and shattered religious iconography still mar the walls and provide a glimpse of what the abbey used to represent.

## Abbey Catacombs

Whatever faith the original builders of the abbey held included ritual burials. In the distant past the abbey graveyard was relocated to make room for the surrounding city, but a network of catacombs lined with carefully wrapped humanoid remains still sprawls beneath with countless hidden entrances and exits. Most townsfolk avoid the tunnels, fearing the angry spirits of the abbey told of in their urban legends.

## Redwall

The structures surrounding the abbey wall form a nearly quarter-mile-long alleyway on three of its sides. The alleyway was long ago overtaken by the criminal element in Northminster and is locally known as Redwall owing to not only the ochre-red stone but also the fresh splashes of blood that often paint it. The town guard rarely risks patrolling in the area—it is widely regarded as lawless and dangerous despite its ironic location just a barrier away from the guard station.

## Weirwood

The Weirwood coats the hills north of Hengisbury with thick greenery and the dark woodlands are home to countless secretive fey creatures. A ritual made millenia ago linked this place with the realms of the fey and the forest itself sprung out of fey places. The magic that made this link has long since crumbled away but the many pixies, satyrs, sprites, and other darker mischievous fey creatures consider this place a home away from home while the citizens of nearby towns consider it a place of unnatural danger.

## Weirhenge

A stone circle sits in a clearing at the heart of the Weirwood, the site of an ancient ritual that once connected the Waking, the realms material, to the Dreaming, land of the fey. It sits now broken and eroded, a far cry from its original purpose but still a place of power. While there is little community amongst the fey, they have a mutual understanding that the Weirhenge belongs to all fey, and they usually respect each other's use of the ancient stones for whatever ritual they see fit (for good or ill).



## Hengisbury

**Population:** 150 (85% human, 15% other)

**Government:** The county is governed by Lord Pemberton and Lady Sybill Pemberton who reside in Hengisbury keep.

**Defense:** The small town is defended only by the sheriff and ranger Brand Torek who serves Lord Pemberton.

**Commerce:** Hengisbury is a small agricultural town and basic everyday supplies and gear are available from the tavern, market, forge, or trading post.

Based on the banks of a winding river, Hengisbury is an idyllic and rustic farming community on the western edge of the county of Holdenshire. Normally peaceful and dull, the town has been recently plagued by threats from all sides. Kobolds have been raiding from the east, rumors abound of creatures and lizardfolk stalking the marshes of the Fogmoor across the river to the south, and fey beings have been spotted coming from the Weirwoods to the north. Still it's not clear what is baseless rumor and what is a real threat, and the townsfolk are increasingly wary as their small and mundane home comes into contact with the mystical and dangerous.

Travelers through Hengisbury will likely stay within The Bleeding Heart Tavern which has an unusual arrangement—although owned by the Pembertons, it is staffed by a rotating selection of the town's inhabitants. So while the tavern itself may not change, how exactly it is run changes often.

The town is centered on an old wooden temple to the goddesses of agriculture and hunting. It is maintained by Lady Pemberton who offers healing to those in need and believes in leading by example as opposed to actual sermons and preaching. The unnamed temple serves as a town meeting hall, and the ancient timbers far predate the town itself.

## Thornbury

A few miles upriver from Hengisbury is its smaller sister Thornbury. The 100 or so people of Thornbury have a friendly rivalry with

# Level Up

Hengistbury, holding annual festivals where they compete for victory and bragging rights in cheese rolling, pie eating, and sheep shearing competitions. Most of the local fisherfolk can be persuaded to ferry passengers between the two small towns for just the price of a silver piece.

## Level Up Conditions

There are several new conditions introduced in the *Level Up: Adventurer's Guide*, and those that may come up throughout the course of the adventure are listed below.

### Bloodied

A creature is bloodied when reduced to half its hit points or less.

### Doomed

Dramatic death scenes ruined by a powerful healing spell are a thing of the past with *Level Up*, which introduces the doomed condition to represent irreparable damage that even healing can't fix.

- A doomed creature dies at a time determined by the Narrator, or within 13 (2d12) hours.
- A doomed creature continues to be doomed even after it dies. Magic equivalent to a 7th level or higher spell can remove the doomed condition (such as *regenerate* cast on a living creature, *resurrection*, *true resurrection*, or *wish*).

Some really powerful and nasty stuff can inflict the doomed condition, but it's otherwise usually just a tool for the Narrator to provide some theatrical final moments without worrying about healing spells.

### Rattled

- A rattled creature cannot take reactions.
- A rattled creature cannot benefit from expertise dice.
- A creature that is immune to being stunned is immune to being rattled.

### Tracked Conditions

Various challenges, obstacles, and magics can lead to either **FATIGUE** or **STRIFE**. An effect can give a creature one or more levels of fatigue or strife (detailed in the effect's description).

If a creature suffering from fatigue or strife fails to resist another effect that causes a level of the tracked condition, its current level increases by the amount specified in the effect's description.

A creature suffers the effect of its current level in a tracked condition as well as all lower levels. For example, a creature suffering level 3 fatigue has its speed halved, and makes Strength, Dexterity, and Constitution checks with disadvantage.

An effect that removes a tracked condition reduces its level as specified in the effect's description, with all tracked condition effects ending when a creature's condition level is reduced below 1.

Finishing a long rest at a safe haven reduces a creature's fatigue and strife levels by 1, provided that the creature has also had Supply to get the most from its rest. A creature does not require a haven to recover from the first level of fatigue or strife, but does still require a long rest. Also, being raised from the dead reduces all of a creature's tracked conditions by 1.

## Fatigue

The ranger finally reached the walled town, and staggered through the gates. The villagers gasped at the sight, for she was clearly starving, covered in dozens of minor wounds, and on the edge of collapse. Friendly hands reached out to offer her food and rest.

Keeping a breakneck pace while journeying, feats of great athleticism, and fell magics that sap away life force can wear down upon the body and cause fatigue. Fatigue represents exhaustion, exposure, hunger, injuries, and other physical factors which gradually wear a creature down. A creature which reaches the 7th level of the fatigue track dies.

**TABLE: FATIGUE**

LEVEL	EFFECTS
1	Cannot Sprint
2	Disadvantage on Strength, Dexterity, and Constitution checks
3	Speed halved and unable to maintain a fast travel pace
4	Disadvantage on attack rolls and saving throws using Strength, Dexterity, or Constitution, and unable to maintain a normal travel pace
5	Hit dice halved
6	Speed reduced to 5 ft. and unable to maintain a slow travel pace
7	Doomed

## Strife

The halflings pushed on, the weight of the archlich Azkaroth's presence weighing on their spirits as they trudged across the desolate landscape towards the dark lord's lair. Each of them could feel the lich's will tugging at their minds, and it took every ounce of courage they had to put one foot in front of the other.

*Level Up:* *Trials and Treasure* has a larger variety of short-term and long-term mental stress effects normally determined randomly when suffered through strife.

### Flippant

A flippant creature has advantage on Dexterity checks, but has disadvantage on Wisdom checks and saving throws.

### Covetous

A covetous creature has advantage on Sleight of Hand checks, but disadvantage on Wisdom saving throws and Deception checks related to things it has taken.

Intense study of potent arcana, truly rigorous intellectual challenges, and psychically demanding magics can increase one's strife. Strife represents corruption, despair, fear, resolve, and other mental factors which gradually undo a creature's very soul. A creature which reaches the 7th level of the strife track suffers a special, permanent effect.

**TABLE: STRIFE**

LEVEL	EFFECTS
1	Disadvantage on Intelligence, Wisdom, and Charisma checks
2	Disadvantage on concentration checks
3	Can only take a bonus action or action each turn (not both)
4	Disadvantage on attack rolls and saving throws using Intelligence, Wisdom, and Charisma
5	Suffer from the flippant short-term mental stress effect.
6	Cannot cast spells (but can cast cantrips)
7	Suffer from the covetous long-term mental stress effect.



## ACT I

# THE CULT WHO KNEW TOO LITTLE

**T**he adventure begins in the holy deep (Area #1) of the Northminster catacombs immediately after Annika Crestveil slays their khalkos "master". They cannot remember the time of their psychic imprisonment and from their perspectives they're waking up from a long and hazy dream in a strange and unfamiliar place.

Read or paraphrase the following to begin the adventure:

You wake up. It's sudden and you lurch to a stop—where are you? How long has it been since you could think clearly? What are you doing, what are you wearing? You've got on dark robes over your normal garb, and your weapon is drawn. It's dark, lit only by flickering torchlight, and you see each other standing in a circle. Your companions wear the same dark robes as you and they look just as bewildered and confused.

You hear a choked laugh from a figure standing beside you, a human woman dressed in plate armor and dripping with blood. A slender stinger juts out from her chest, snapped off from the creature you now see that she's standing over. The thing at her feet is broken and crumpled like a dead spider, an insectile monstrosity almost in the shape of a man but with a face and limbs like some sort of horrible wasp. The woman smirks and with one last laboured breath says, "you're free," before collapsing and going still.

The echoes of the woman's armor reverberates throughout the hallways as she slams into the stone, then the sounds of her struggle fade into the darkness ahead of you and silence prevails. While you have countless questions, what comes first and foremost is simply what will you do now?

As the adventurers have been dropped into these strange circumstances, they'll likely begin by investigating their current situation and may ask the following questions:

- **Where Am I?**  
The party has no recollection of the catacombs or even the city above them. Reference the holy deep (Area #1) of the Northminster catacombs to describe the room around them.
- **Who Are All Of You?**  
This is an excellent opportunity for the adventurers to introduce themselves. None of their long-term memories have been affected and the players should be encouraged to share information.
- **How Did I Get Here?**  
The party's last firm and concrete memories should each be of their time in or near Hengistbury before their abduction. Use their recollections as an opportunity for each player to describe their adventurer and what they were doing before all this. However, none of them remember their abduction or have any idea how they arrived here.
- **What Am I Wearing?**  
Each of the PCs is wearing a long black robe and cowl over whatever starting gear they selected as they created their adventurers. Each robe has a strange symbol sewn into the front that resembles a stylized insect wing.
- **Who's This Lady?**  
To determine if any members of the party are familiar with Annika Crestveil, have each of them roll a DC 12 Intelligence (Culture) check. On a success they recognize her as an adventurer, and on a result of 18 or higher they know she is Annika Crestveil, an adventurer based out of Northminster.

## Level Up and Skills

Ability checks using skills function essentially the same way as in 5E but have a couple important changes.

Firstly, *Level Up* introduces two new skills: Culture and Engineering.

Culture can be used to determine an adventurer's familiarity with people of notoriety, or knowing customs, laws, or etiquette in social situations. Its most common ability score is Intelligence.

Engineering can be used when building, inventing, applying mathematics, and all the clever things people get up to with ropes and pulleys. Its most common ability score is also Intelligence.

Secondly, *Level Up* does not tie any skill check to a specific ability score. Creatures still gain proficiency with and bonuses from skills like in 5E, but now what ability is used with a skill depends on what the Narrator decides is best for the situation.

For example, trying to charm the debutante of the masquerade ball is likely a Charisma (Persuasion) check, which adds an adventurer's Charisma modifier to their check (in addition to proficiency bonus and other bonuses). However, should the adventurer instead be convincing a fellow alchemist that their ratios on the formula will produce a superior result, an Intelligence (Persuasion) check is more appropriate, adding their Intelligence modifier instead.

- **What's This Wasp Thing?**  
Adventurers that inspect the corpse of the khalkos with a DC 10 Intelligence (Arcana or Nature) check determine that this insectile humanoid isn't native to this world. On a result of 15 or higher, consult the **Legends and Lore** of khalkos on page 100.
- **Can We Save This Lady?**  
Annika Crestveil is currently **doomed**—she only had enough left for her dramatic last words and collapse. Any ability checks to determine if she can be helped reveal that she is irrevocably dead.
- **How Do We Get Out of Here?**  
The only apparent exit is a set of stairs along the southern wall that lead upwards into pitch darkness (Area #2).

## Northminster Catacombs



1 square = 5 feet

## Northminster Catacombs

These ancient halls of religious burial run all throughout Northminster, though cave-ins have separated major sections from the whole. Unless otherwise specified, all of the following locations are pitch dark.

### #1: The Holy Deep

The walls of this 30-foot wide and 50-foot tall circular chamber are lined with alcoves filled with the ceremonially shrouded bones of only the holiest of ancient monks. A staircase leading up into the ceiling (Area #2) encircles the room and makes a landing on the floor to the south. A pair of lit torches flank the stair landing along the southern wall. The corpses of an armored human woman and some sort of insect creature lie dead on the floor at the room's center.

**Treasure.** Adventurers that inspect Annika Crestveil's body find that she is wearing cold iron full plate armor, though it is currently broken. She was also wielding a +1 *warhammer* with a distinctive curved design (attacks with it gain a +1 magical bonus to attack and damage).

Both of these items are distinctive and instantly recognizable as Annika's, which may have an impact if openly used later on.

### #2: Dead Sanctuary

This square chamber is 25 feet to a side and is filled with dilapidated pews arranged facing a ruined altar of some sort, though the dais is currently slid to the left revealing a stairwell heading down (Area #1). Strange runes still glow on the front of the altar, as if some kind of puzzle was solved to move it and reveal the staircase. There are shut stone doors on the west (Area #3) and east (Area #4) sides, and a set of stone double doors hang open to the south (Area #5).

### #3: Rubble-Blocked Hall

This long hallway once led into the rest of the labyrinthian maze of catacomb tunnels but it has fallen to ruin and filled with rubble. A single stone door to the east (Area #2) holds back a rockslide.

**Trap.** While not specifically set as a trap, any creature that opens the door to this hall is hit with a ton of falling rubble and makes a DC 16 Strength saving throw or takes 3 (1d6) bludgeoning damage.

The area is otherwise filled with rubble and is impassable without major excavation.

### #4: Chancel Storage

This 15-foot by 10-foot room seems to have once served as some sort of chancel by the original builders but it has been used as a storage room by the cult of the khalkos.

**Treasure.** The room contains several boxes of an unpleasant but serviceable hard tack and some filled waterskins. All told up to 10 **Supply** can be scavenged from here.

Adventurers that inspect this area closely with a DC 12 Intelligence (Investigation) check also find a small sack of hard candies tucked in amongst the hard tack.

### #5: Gelatinous Hallway

This 10-foot wide and 40-foot long tunnel ends in stone double doors at both its north (Area #2) and south (Area #6) sides. The floor seems to be soaking wet and glistens in torchlight.

**Trap.** This tunnel was once occupied by a pair of gelatinous cubes but they were destroyed by Annika Crestveil as she made her way through the catacombs leaving their remains to create an unintentional hazard.

The entire length of the hallway is difficult terrain and any creature that steps into the area for the first time on their turn or ends their turn there takes 2 (1d4) acid damage. Adventurers that make a DC 14 Wisdom (Perception) check notice the strange glisten and angular chunks before stepping into the acid slick.

## Level Up Item Materials and Repairing Items

Equipment in *Level Up* functions in mostly the same ways as it did in 5E, but with some added depth and variety.

An item may be made from different materials which add some special properties to it. In this case, Annika's full plate armor is made of an alchemical metal called cold iron. Making something out of cold iron is twice as expensive as the normal item, but weapons made with it have advantage on attacks against fey creatures, and armors made with it impose disadvantage against attacks from fey creatures.

Annika's cold iron full plate armor is also currently broken. Items don't break normally, but some special circumstances can damage items, and if a damaged item is damaged again it becomes broken.

The AC provided from armor that is broken is reduced by 1. So until it's fixed, Annika's broken armor provides an AC of 17, instead of an AC of 18 that full plate armor normally provides.

Repairing damaged or broken gear requires a tool check against the DC listed in the gear's material. In this case, it requires a successful DC 20 smith's tools check. The adventurers may make one check to repair gear per short or long rest, or hire someone to repair the gear for them.

The PCs should be encouraged to come up with their own creative solutions to this problem, but the old pews from the dread sanctuary (Area #2) could be easily laid over the acid to create a safe path.

### #6: Parishioner's Tomb

This 50-foot square chamber is lined with countless loculi (the shelf-like alcoves where bodies are laid to rest), the floor littered with broken bones and partial skeletal remains. A set of double doors hang open at its northern wall (Area #5) and a passage yawns open to further catacombs beyond on the western wall (Area #7). As the party arrives, 2 skeletons draped in burial shrouds pull themselves out of the rubble and stare at the adventurers with eyes like shining blue stars atop a velvet black void.



## Level Up Supply

While in the city or in situations with otherwise easy access to food and water, the Narrator doesn't need to track how much the party is carrying with them. However there are some adventuring situations where a scrap of bread or a sip of water can be the difference between life and death. Mundane consumable items like food and water are simplified into a single item called Supply. When an adventurer gains access to food and water, they can add Supply to their inventory.

- 1 Supply consists of enough combined food and water to sustain a Small or Medium-sized creature for a day. A Large-sized creature needs 2 Supply per day.
- A creature can carry a number of Supply equal to its Strength score in addition to the rest of its gear.
- Whenever a creature takes a long rest, it must consume a Supply. If it does not, it gains a level of fatigue.

## Fatigue and Journeys

In *Level Up* the exhaustion mechanic is split into two separate conditions called fatigue and strife detailed on page 10. Don't worry about this now, but towards the end of Act I when the party is getting ready to leave the city, remind the PCs to stock up on Supply so they don't starve on their journey.

**Creatures.** The reanimated skeletons are the "survivors" from when not long ago Annika Crestveil smashed her way through a dozen of their undead compatriots. The skeletons are actually nonhostile remains of the old monastery's parishioners.

If the PCs approach without hostility, the skeletons simply bow and step aside to allow them to leave unharmed.

If the party chooses to attack the skeletons, they instead fight until destroyed.

## #7: The First Trap

This 30-foot long 5-foot wide hallway terminates in an open corridor on its eastern side (Area #6) and an odd stone door at its western side (to the exterior). The middle of the corridor is dominated by a 10-foot wide pit, a simple pit trap with a false floor that seems to have already been triggered, sharpened metal spikes lining the bottom 20 feet down. A nicely coiled 50 foot length of hempen rope sits on the eastern side of the pit.

**Trap.** Annika Crestveil already triggered and circumvented this trap but even a triggered trap can present an interesting challenge for 1st level characters. There are many solutions with or without the rope, but any creature that falls onto the spikes takes 3 (1d6) bludgeoning damage and 2 (1d4) piercing damage.

**Catacomb Exit.** The door on the west side of this corridor leads out of the catacombs into the Redwall area of Northminster, operated by an old and rusty lever. When the adventurers first pull this lever, read or paraphrase the following:

The door before you has an odd angular edge, like the pattern of brickwork. At the lever's pull you hear the grind of stone and the shine of daylight pours into the darkened catacombs. With a stuttering jolt the door suddenly swings open with a hearty smack and you hear muttered curses from the other side.

Blinking in the light, you see out into a cluttered alleyway, the sounds of bustle and civilization starkly contrasting the deathly silence of the catacombs. You spot a halfling, the source of the muttered curses, picking himself off the trash-littered cobblestones and rubbing a fresh red mark on his forehead. He raises a knife and begins to shout but drops it and gasps the moment he sees your faces saying, "why you little! Ah, heh... forgive me, I ah, didn't realize I was speaking with celebrities." The halfling gestures to the wall behind him, which you now see is plastered with countless wanted posters each bearing striking if exaggerated likenesses of

you and your companions with the words, "wanted, dangerous cultist, dead or alive 100 gold reward'. He sheepishly looks up at you and asks, "you ah, ain't gonna cut out my kidneys or whatever cultists do right?"

## Wanted In Northminster

As the party finally emerges from the catacombs through a secret door, they are instantly confronted with the fact that they are all wanted by the town guard and are considered dangerous cultists.

The halfling they accidentally smacked with the secret door is Belton Freedew, who can serve as a fount of information about Northminster, the Redwall area, and the situation the adventurers are in. The captain of the guard (Tariq Crestveil) has been trying to stamp out this mysterious cult for weeks, and the PCs are the most wanted criminals in the city. Thankfully, they're in Redwall, the essentially lawless area of town where the guard rarely patrols.

If any of the PCs are still wearing the cultist robes, Belton recommends ditching them before anybody spots them.

When the adventurers bring up that they're missing memories, read or paraphrase the following:

Belton scratches his chin for a moment and then snaps his fingers saying, "Apple Pie! No, Appleseed! Yeah, Granny Appleseed, a weird old broad, lives out in the Weirwood. My cousin took a real nasty wallop and went all thick in the head, could barely talk. Granny Appleseed did some magical whatsits and he was all better and beating me at cards again. If there's anybody who can fix them memories, it'll be her. Way out of the city too, which is good for you lot because the longer you stay around here the better chance captain Tariq is gonna catch you and lop off yer heads. Now, I can't get you outta Northminster for free exactly—I may need your help with a few things before we can get out of here."

## Belton Freedew

Belton Freedew makes his living buying snuff and hard liquors out of Ringwood and smuggling it into Northminster where such things are regularly used yet are illegal and hard to come by. He works in legally dubious circles but believes himself to be "a good sort" that "never did anyone a bad turn'.

### Roleplaying Belton Freedew

Even though Belton is a back alley smuggler he is generally kind with a decent moral center, the sort of fellow that might swipe some loose change to bail out his mates. Once he realizes the situation the party is in, he genuinely wants to help them out—but why do a good deed for free when there can be some cash in the deal too?

Belton has survived in dangerous circles by conveniently slipping away when he feels things are going south. Whenever the halfling would be present for a combat situation, he does his best to be well away from danger only to stride out at the end like he was there the entire time. If forced into combat, Belton uses the statistics of a cutthroat.

## Dangerous, Sneaky Shopping

Partially as actual preparation for a long trip and a little of Belton figuring he can get something out of this situation, the halfling tells the PCs that the town guard is certain to execute them if they turn themselves in, and they'll need to sneak out of the city to survive. He just needs them to do a few things before he can smuggle them out of Northminster.

- Strips of Dried Yewclaw Bark from Dr. Tinbellows.
- 20 gold he is owed from the goblins Muggs and Runns.
- As many supplies as they think they'll need from out of the back of the Thrifty Griffon.

## Level Up

While the adventurers are gathering all this, Belton leaves to get his wagon ready for their departure and also to get a cloak to conceal each of their faces.

### Redwall Locations

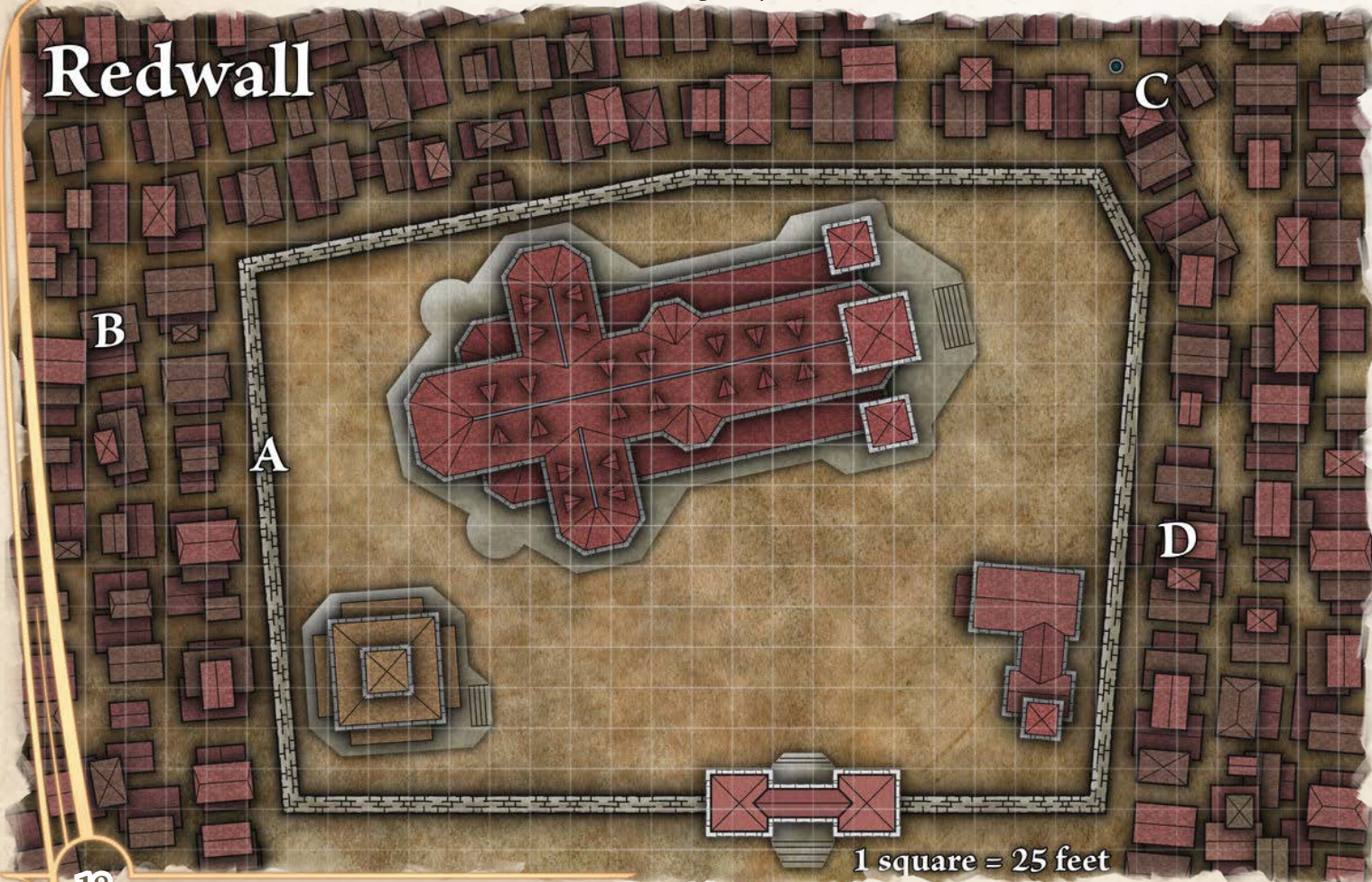
Redwall is the long alleyway between the west, north, and east perimeter of the Northminster Abbey and the surrounding buildings. It is nearly a quarter-mile long and is connected to the rest of the city only by even narrower alleyways, making coordinated guard actions nearly impossible. It is the seat of Northminster's criminal underbelly, and numerous residents scamper throughout it eager to keep an eye out for marks while not looking too closely at each other's activities. There are several mainstays of Redwall though that the party may want or need to visit.

### A: The Secret Door

Located midway along the west side of Redwall, this door leads into the catacombs beneath the city. It once served as the khalkos cult's secret entrance but it has been open in broad daylight and several onlookers are already taking an interest. The door can be closed again by pushing a brick that only looks obvious while the door is open and looks seamless when closed.

### B: Behind the Thrifty Griffon

The Thrifty Griffon is a general store just west of Northminster Abbey but its storefront has been dwarfed by the amount of back alley business it receives from Redwall as a fence and pawn shop. An elderly half-elven woman named Ms. Margo runs the Redwall side of the Thrifty Griffon and she is known for firm deals with no questions asked, a dislike for haggling, and a sweet tooth often slated by the penny candy she snacks on regularly.



**Shop Items.** The adventurers can acquire survival gear, containers, and any other miscellaneous adventuring gear here at their listed prices. Any PC that attempts to haggle her down or charm their way to cheaper prices has prices doubled for them instead, but if offered sweets (such as the hard candies hidden in Area #4 of the catacombs) she instead offers her items at half price.

- **Supply** can be purchased here at a rate of **1 Supply per 2 silver**. Ms Margo also has a deal on some old canned trail rations that have lost their labels selling them for **1 silver** each. When one of these mysterious cans is opened roll a d10, and on a result of 1 the food is rancid and inedible (but on all other results it provides 1 Supply.)

## C: The Whistling Well

At the northeast corner of Redwall the alleyway widens into a small square centered around an old well. The well walls have dilapidated with several spots now openly connecting directly to the catacombs below and causing the occasional air current to emit an odd whistling sound. It serves as a meeting place for many Redwall residents as it's big enough to have a good scrap if one's needed.

The **goblins** that owe Belton money, **Muggs** and **Runns**, can be found here. These ne'er-do-wells were left behind from one of the very first goblin raids on Northminster, and since then they've adapted well to the area, back alley living, and mugging and running. Muggs fancies himself as the muscle and wears an oversized sweater and a bowler cap, while Runns wears a trenchcoat lined with deep pockets and thinks himself a clever legman with the loot. Belton sold them some snuff and the goblins refused to pay.

When the party confronts the goblin pair read or paraphrase the following:

## An Alternative Escape

Belton's wagon might be used as a decoy or distraction instead of a direct means of escape, provided the party can figure out a good way to do so. That could come in the form of some simple alchemy, a captured animal, or even a simple flaming arrow—though obviously how Belton feels about them will be heavily impacted if he loses his wagon, or worse, Rummynose, altogether. While it's strongly recommended to make use of the vehicle rules for an exciting chase scene on the wagon, it's not the only possible way for the party to escape Northminster and the Narrator should encourage PCs that get more creative or really want to try something else.

The goblins clamber over each other to get a better view of you when the name "Belton" is dropped. The larger of the two finishes his cigar by chewing it a bit before spitting the butt and saying, "that lousy snuff was nuthin but copper box sniffs cut with a sliver o' the good stuff, we ain't paying you'se nuthin neither!"

His companion echoes his sentiment with, "yeah! Nuthin!"

If the adventurers want to fully avoid conflict all together, they could simply pool 20 gold together and bring it to Belton.

They could also try to intimidate the goblins with a DC 16 Strength (Intimidation) check. Or if the PCs decide to lead on their fearsome reputation as "bloodthirsty cultists" they could scare the goblins out of their gold with a DC 12 Charisma (Deception) check. In either case, a success on the check prompts the thieving pair to toss the 20 gold on the cobblestones and run.

If the party instead simply tries to take the money, the goblin pair fight for it until either of them are brought to 2 or fewer hit points, at which point they drop the money and run.

# LEVEL UP MOUNTED COMBAT AND VEHICLE RULES

Chase sequences on horseback, pirate battles, massive firefights between airships, all sorts of adventuring can happen atop speeding creatures or vehicles and *Level Up* provides expanded and improved rules for encounters that happen at speed.

## Mounted Combat Rules

A creature can ride on top of another creature at least one size larger than its own, provided the bigger creature can support its weight. Mounting or dismounting a creature costs half your movement and can be performed once per turn.

While you are mounted on a creature:

- You have half cover (+2 to AC and Dexterity saving throws) against melee attacks.
- You have advantage on ability checks to leap off the creature you're riding.
- If you are knocked prone, you make a DC 10 Dexterity saving throw or fall prone in a space adjacent to the creature you're riding.
- If the creature you're riding is knocked prone, you can use your reaction to dismount and land on your feet. Otherwise, you also fall prone.

While you are being ridden by another creature:

- You have advantage on ability checks to throw the creature riding you.

If you're riding another creature that you have control of, you use its Speed instead of your own, and you and your mount share movement on your turn. Remember that mounting or dismounting costs half your Speed when choosing to move after you've jumped onto or off the creature.

A mounted creature under your control can take the Dash, Disengage, or Dodge action during your movement on your turn. Alternatively, you can use a bonus action to command the creature to make an ability check or take the Attack action (this does not include Multiattack).

## Vehicle Rules

There's a ton of potential vehicles out there, but this section focuses on what's needed to drive the wagon!

- **Terrain:** Your wagon is a land vehicle, which means if you have proficiency in land vehicles you get to add your proficiency bonus to any check you make regarding the wagon.
- **Size and Armor Class:** The wagon is Huge, so it occupies a 15-foot by 15-foot space, and it has an AC of 12.
- **Hit Points:** Your wagon has 80 hit points, and if those hit points are reduced to 0 it's destroyed. In addition, when a vehicle is reduced to 50% of its total hit points, it suffers a malfunction and rolls on the Malfunctions table.
- **Speed:** Your wagon has the special rule called "drawn", which means its Speed is determined by the Speed of whatever creature is pulling it. Your wagon is pulled by the draft horse Rummynose which has a Speed of 40 feet, so the wagon also has a Speed of 40 feet.
- **Crew:** Some vehicles like ships need a ton of crewmen to function right—your wagon just needs somebody at the reins. That person is called the "driver" and they have control of the wagon.
- **Immunities:** As objects, vehicles are immune to poison and psychic damage. They are also immune to the blinded, charmed, confused, deafened, fatigued, frightened, incapacitated, paralyzed, petrified, poisoned, prone, slowed, strife, stunned, and unconscious conditions, as well as any other effect that would result from failing a Wisdom, Intelligence, or Charisma saving throw.

In order to move, all vehicles require a driver. While at the steering (in this case while holding the reins) the driver can use their bonus action to make the wagon perform one of the following actions. They can perform other actions as normal, including attacking, but they cannot move.

- **Drive:** The wagon moves 20 feet directly forward, then the driver may change the wagon's facing by up to 90 degrees (a full turn left or right) before moving up to another 20 feet. The wagon gains momentum.
- **Maneuver:** The wagon moves 20 feet forward, and the driver may change the wagon's facing by up to 90 degrees (a full turn left or right) up to 2 times during this movement. This action cannot be performed while the vehicle has momentum.

- **Ahead Full:** The vehicle moves 60 feet directly forward and the wagon gains momentum. If the vehicle would roll for a malfunction before it is used to take another action, it rolls twice on that table instead (reroll any duplicate results).
- **Brake:** The vehicle moves half of its Speed directly forward, then it loses momentum.
- **Stop:** The vehicle comes to a complete stop. This action cannot be taken while the vehicle has momentum.

**Momentum.** At the initiative count of 20, all vehicles with momentum move half their movement speed directly forward. Momentum ends automatically after 1 minute if no actions with a vehicle are taken.

- **Saving Throws.** Unlike most objects, vehicles make Strength, Dexterity, and Constitution saving throws as if they were creatures against effects that would call for them. All vehicles have a Strength and Constitution score based on their size; in this case the wagon has Strength and Constitution scores of 14 (+2). A driven vehicle has a Dexterity score equal to its driver's Dexterity score (a vehicle without a driver has a Dexterity of 0).
- **Collisions.** If the wagon has momentum and enters the space occupied by a creature or another object, a collision occurs. Both the wagon and whatever it impacts take 8d6 bludgeoning damage.  
If the object or creature impacted is Huge or larger, the wagon immediately stops and loses momentum. If the object or creature impacted is Large or smaller, it is shunted into the closest unoccupied space that allows the wagon to complete its movement unimpeded.

## Malfunctions

If the wagon gets to half its hit points or less (40 hp), roll 1d6 on Table: Malfunctions to determine what aspect of the wagon is breaking. Vehicle malfunctions are usually too extreme to repair quickly except by magical means, and remain until the vehicle's hit points are fully restored.

TABLE: MALFUNCTIONS

D6	MALFUNCTION
1	<b>Movement.</b> Movement has been compromised, such as losing the sails, losing the animal team drawing the vehicle, or destroying an engine. The Drive, Maneuver, and Ahead Full actions cannot be taken until it is repaired.
2	<b>Integrity.</b> Some key component holding everything together has been lost and the vehicle immediately loses an additional 25% of its hit point maximum.
3	<b>Brakes.</b> The ability to stop has been lost. The Brake and Stop actions cannot be taken until repaired.
4	<b>Steering.</b> The driver's ability to fully control the vehicle has been compromised. The Drive and Maneuver actions cannot be taken until repaired.
5	<b>Cargo.</b> Half of any Supply currently carried by the vehicle are destroyed.
6	<b>Superficial.</b> The damage looks bad but doesn't cause any further issues.

That taste of *Level Up* was a lot to take in, but don't panic—just treat it for the most part as a normal combat, remembering that the wagon's "momentum" occurs whenever the initiative count reaches 20. The wagon can't stop on a dime and the encounter should emphasize that sense of movement and speed as the chase goes forward.

## MANEUVERS IN LEVEL UP

Adventurers can do much more than just hit an opponent or dodge a blow, instead delivering special attacks that debilitate or turning a foe's missed assault into a painful mistake. Many of the classes in *Level Up* have access to more advanced combat maneuvers, but all creatures know the basic combat maneuvers: disarm, grab on, grapple, knockdown, overrun, and shove. When you use a basic maneuver against a creature, it makes a saving throw against your Maneuver DC.

**Maneuver DC** = 8 + your proficiency bonus + your Strength or Dexterity modifier

Unless otherwise noted, using a basic maneuver replaces an attack made on your turn.

**Basic Melee Damage.** When you successfully use a basic maneuver you also deal basic melee damage. This is equal to 1 + your Strength modifier. Basic melee damage is bludgeoning damage, but at the Narrator's discretion may be piercing or slashing damage.

You cannot use a basic maneuver to activate any features that deal additional damage (such as Divine Smite or Sneak Attack) unless the feature specifically states otherwise.

Any creature with a Challenge Rating of 0 cannot deal basic melee damage.

## Simple Basic Maneuvers

The full rules for basic maneuvers are in the *Level Up: Adventurer's Guide*, but a Narrator can use these simplified versions if an adventurer or creature decides to do something other than inflict harm.

### Disarm

You can use the Disarm maneuver to knock an item or weapon from a creature's hand if it fails a Strength or Dexterity saving throw against your maneuver DC.

### Grab On

While you cannot grapple a creature two or more size categories larger than you, you can grab onto it by making a Strength or Dexterity saving throw against the creature's maneuver DC to cling to or balance upon its body. On a success, you move into the creature's space and can move upon its body as if it is difficult terrain.

### Grapple

You can use the Grapple maneuver to grab or wrestle a creature if it fails a Strength or Dexterity saving throw against your maneuver DC. On a failure, you deal basic melee damage and the target becomes grappled.

**Escaping a Grapple.** While grappled, a creature can use its action to make a Strength or Dexterity saving throw against your maneuver DC, escaping on a success.

**Freeing a Grappled Creature.** You can use the Grapple maneuver to try to free another grappled or restrained creature. The creature grappling or restraining the target makes a Strength saving throw against your maneuver DC, freeing the grappled or restrained creature on a failure. Additionally, you may move the freed creature 5 feet in any direction.

### Knockdown

You can use the Knockdown maneuver to trip or push a creature prone if it is within your reach, no more than one size category larger than you, and it fails a Strength saving throw against your maneuver DC.

### Overrun

You can use an action or bonus action to make an Overrun maneuver to move through a hostile creature's space by forcing your way past if you make a Strength saving throw against the target's maneuver DC. The creature can choose to just let you pass instead of rolling. You have advantage if you are larger than the target, or disadvantage if you are smaller. If you are two or more sizes smaller than the target, you can move through the hostile creature's space without making a check. You still provoke opportunity attacks if you move beyond a creature's reach.

### Shove

You can use the Shove maneuver to push a creature away if it is within your reach, no more than one size category larger than you, and it fails a Strength saving throw against your maneuver DC. You push the target a number of feet away from you equal to 5 + 5 for every 5 points it failed its saving throw by. You can move the creature in any direction away from you (to the side, forward, or diagonally away).

A creature that is shoved off of a precipice is propelled off of whatever it is standing on—it does not receive any saving throw or ability check to grab onto something to avoid falling down below.

## D: The Tinbellows Practice

A ramshackle stand on the eastern side of Redwall proudly displays a sign that seems literally ripped from a proper storefront that says, "Tinbellow's Medical Practice". Dr. Tinbellow is a dwarven practitioner of medicine that lost his doctorate and credentials due to some event he will only ever refer to as "the incident". He still likes to present himself as a "proper doctor" and has a prim and stiff attitude.

**Shop Items.** The adventurers can acquire medicinal gear here at their listed prices. Tinbellow is easily persuaded by flattery and "respect" towards his noble practice, and any PC that makes a DC 16 Charisma (Persuasion) check (with advantage if they specifically inflate his ego as a doctor) may purchase goods and services from him at half price.

- **Dried Yewclaw Bark** is among the items Dr. Tinbellow sells, at a normal price of **5 gold**. After consuming dried yewclaw bark you gain an expertise die on Intelligence saving throws for 1 hour.
- Currently wounded adventurers can seek Tinbellow's medical attention at the cost of **1 gold**. His ministrations take 5 minutes and restore 2 (1d4) hit points. Once a creature benefits from healing in this way it cannot do so again for the next 24 hours.

## Fallen Hero

Once the party collects all the items Belton requested, they can find him waiting behind the Thrifty Griffon (Area B). When they reconvene the halfling tosses them each a heavy cloak to hide themselves, but while they change they hear a commotion coming from further south at the secret door (Area A). Read or paraphrase the following:

You hear an angered scream through the cluttered alleyway of Redwall and see several town guards clustered around the secret entrance you emerged from not long ago. A man dressed in armor trailing a bright red

cape emerges from the catacombs wailing and clutching the body of Annika Crestveil. You can hear him scream, "Sister! I swear I'll avenge you! I'll tear those bloody cultists limb from limb!"

At this point Belton hurriedly says, "whelp, time to go. Meet me on the east side past Tinbellow's in five, I'll pull the wagon around."

## Time To Go

True to his word, Belton arrives at the east side in his wagon pulled by his horse Rummynose. The vehicle is loaded up with 30 bedrolls and he implores the adventurers to hide in the wagon amongst them. Belton explains that he had planned on sewing snuff into the bedrolls, but they'll hide people just as well.

Once the PCs hide in the wagon, read or paraphrase the following:

Concealed amidst bedrolls and darkness, the wagon begins tenuously rattling along the cobblestone leaving you with only your hushed breath and the tenseness of your thoughts. A few minutes pass until the wheels roll to a slow stop as you hear a gruff voice say, "hey there Belton—leaving town a bit early for you eh?"

Your halfling driver replies, "ah, had a good deal on these bedrolls, you know how it is. By the way I snagged you some of that yewclaw."

"Yer a saint there Belton. Can't keep awake with these shifts otherwise. But that said, I can't pass ya along, not with them cultists. Gotta check every wagon, captain's orders."

Belton sounds as comforting and smooth as silk as he responds, "really sad to hear that friend," before snapping the reins and driving the wagon forward! After just a moment of shouts and thuds he yells backwards, "could use a hand here!"

You emerge from hiding to find Belton nursing a guard's spear sticking from his leg, the wagon hurtling at full tilt, and several guards on horseback giving chase! "Take the reins!"



## Level Up Initiative Checks

Just like ability checks using skills in *Level Up*, rolling for initiative is no longer tied to just a single ability score. Dexterity is a common score used to react the fastest, but in *Level Up* any ability checks and even skills might play a part depending on the situation and how the Narrator rules it. For example, for an encounter focused on the progress of an arcane ritual the initiative check may be an Intelligence (Arcana) check, or a Strength (Athletics) check for an encounter taking place while the combatants are climbing a treacherous cliff.

In this case, the adventurers and guards are making Wisdom (Perception) checks because they're relying on their perceptions of what's going on outside to know the right time to emerge and reveal themselves (or in the case of the guards, to notice that Belton is not traveling alone).

There are 4 guards mounted on riding horses chasing the wagon and attempting to attack the driver, any passengers that fight back, or failing that the wagon itself. There are clearly more guards on foot rushing out from the city gates so standing and fighting is not a viable option. If the party chooses to stop and fight, 1d4 guards on foot join the fray at initiative count 20 of every round.

Belton begins this encounter bandaging a wound and he passes off control of the wagon to whichever adventurer rolled highest on the Wisdom (Perception) check made to determine initiative and begin the encounter.

Each guard continues fighting until killed, knocked off their horse, or separated from the wagon by at least 120 feet. A horse made riderless bolts and makes its way back to Northminster.

## Concluding Act I

Once the town guards are dealt with and the party makes their way south along the road they should take a moment of well deserved respite. Allow the adventurers to take a long rest, and remind them that they'll need to consume Supply as they do so. It's time to nurse some wounds, eat some rations, and catch a good night's sleep as the wagon rattles onward. While the PCs enter their long rest, announce that they advance from 1st to 2nd level before continuing with the adventure in Act II: On the Lam.



## ACT II

# ON THE LAM

**H**aving escaped their pursuers, the adventurers must travel discreetly to Weirwood, an enchanted forest in Holdenshire. Within it resides the wisewoman Granny Appleseed who Belton claims can restore the party's lost memories. Originally the halfling planned to take the PCs there by open road, but with Captain Tariq Crestveil hot on their trail this is no longer a safe option.

Over breakfast Belton discusses yesterday's escape. Read or paraphrase the following.

"I can't show my face around the city until all this is over now. Hope you've all made up some fake identities. In case anyone asks, I'm one of your third cousin's brother-in-law...by adoption!" Belton quips as he bandages his leg. "You know, originally, I was thinking we could swing by Ringwood and Blackford, but now," the halfling scratches his chin as he thinks, "that's looking to be a terrible idea."

The party has a short opportunity to address some questions here.

- **Fake identities?** Belton suggests that the PCs come to a consensus on who they all are (or are pretending to be) and why they are traveling together, so their accounts match one another should they ever be questioned.
- **Why can't we stop by Ringwood and Blackford?** With a DC 13 Insight check the adventurers deduce that Annika's brother, given his uniform, appears to be a high-ranking member of Northminster's city watch. As a well-connected individual he can easily enlist others to assist him so chances are that most inns and taverns of nearby settlements will have the party's bounties (and Belton's too) on their job board by the end of tomorrow.

An adventurer that makes a DC 15 Intelligence (Culture) check recalls that the man is Tariq Crestveil, a dedicated

## Level Up Journey Rules

*Level Up's* comprehensive exploration pillar is tailor-made for creating fulfilling journeys with exciting challenges. Long journeys such as the one in this act are usually broken down into sections such as days or weeks. The distance traversed between encounters is largely dependent on the party's mode of transport as well as how many hours they dedicate to traveling. Refer to Appendix A: The Journey page 52 for rules pertaining to journeys.

The regions and types of terrains traversed through determines the weather conditions and encounter type. These challenges may aid or impede the adventurers' efforts. In addition, each region has a difficulty that is defined by its tier, which is meant to correspond to which tier the party is in. A step-by-step set up for one journey through a region begins on page 29.

As mentioned in Act I, during each long rest an adventurer must consume 1 Supply. Sometimes mounts and animal companions have their own separate Supply count. As all regions that appear in this adventure permit mounts to graze, it's assumed that herbivorous mounts do not need any Supply.

After entering a new region, each adventurer may attempt a journey activity to gain rewards in the form of gold, Supply, or other benefits. A region's traits often incur advantages, disadvantages, bonuses, or penalties on these journey activities (see pages 31–45).

and passionate guard captain. While he is known to be righteous and compassionate, Tariq can get quite intense when things get personal. As this is pertinent information, Belton may relay it to the PCs if they fail the check.

## ENCOUNTER 1: ROADBLOCK AHEAD

Belton's fears are quickly confirmed when 3 scouts approach, mounted on draft horses. They received word to return to Northminster for a briefing about some fugitives, but at the moment this is

all they know—none of them realize that the people they are speaking to are the very criminals in question! The scouts ask the party about any rumors regarding what might have prompted their sudden recall.

If adventurers did not get spotted right away from being inside the wagon or hiding preemptively, the PCs can make Dexterity (Stealth) checks against the scouts' passive Perception of 16. If spotted, they still get a chance to talk their way out of a violent confrontation.

During the conversation the party can make DC 12 Deception or Persuasion checks to sell whatever story they tell the scouts, but if the wagon suffered any malfunctions in the last act the DCs increase by 2. Belton goes along with the adventurers and says his leg wound came from, "*a very nasty rabbit who has been dealt with*," while patting his stomach.

If the scouts grow suspicious, they ask for each person's name and occupation. The PCs can offer up a bribe of 40 gold or more to get them to drop their line of questioning at any time. Violence—usually a last resort—is also a solution here, and should prove to be an easy combat encounter.

On the other hand, if the scouts think the party are harmless travelers they kindly remind the group that checkpoints are going up in the days ahead to catch the escapees, so they best move on before these blockades become a nuisance.

## Off the Path

The previous encounter spooks Belton, cementing his belief that the roads are no longer safe. Read or paraphrase the following.

Belton exhales a long breath he had been holding in. "That confirms the worst I had in mind. So, how about a change of plans?" The smuggler points out into the North Riding grasslands. "There's an old smugglers' route out there. It used to be a common way to dodge tariffs. Ever since that got lifted though, there's really no use for it left. I reckon it's probably an overgrown mess, but it will let us stay away from any roadblocks. What do you all think?"

The adventurers can inquire more before they take this route:

- **Where does this path lead to?**  
The smuggling route leads to Halfpoint, whose remote location makes it harder for news to arrive. The party likely will have a week from today before news of their "horrific deeds" spread there, which gives them some time to hide, plan, and stock up should they need to.
- **What about getting to Weirwood?**  
The PCs have two options after arriving in Halfpoint. They can continue following the smugglers' route through Lanickshire to Thornbury, then take the road to Hengistbury to enter Weirwood. The other option involves cutting across Crawley Hills straight to Weirwood, which will be truly off the road.

- **What do we know about each of the regions?**  
Belton can give a rundown of what the party can expect in each of the regions they might travel through:

While **North Riding** can be quite dangerous at times, the smugglers' route runs a safe distance away from most monster lairs and criminal hideouts.

**Halfpoint's** history with smuggling and its isolation makes its residents willing to turn a blind eye on suspicious activities.

**Lanickshire** is a typical farming region where rumors spread quickly. Since many are just hearsay though, folks are not necessarily eager to act on what they are told.

**Thornbury** is a very safe town, though being a frequent resting stop, they are bound to know about the escape and bounties soon.



## Taking Inventory

While helping the party determine what resources they have, calculate their daily Supply expenditure. For example, 4 adventurers and 1 Medium-sized wolf animal companion consume 5 Supply each day. However, since Belton is accompanying them, daily consumption is increased to 6 Supply (the horse drawing the wagon will graze.)

The roads are going to be chocked full of checkpoints and patrolling guards. The only stretch that might be safe is between Hengistbury and Thornbury, as there are not as many soldiers stationed there.

Hengistbury is a mundane town with only a sheriff and ranger as its defense. Life there is simple, making it a great place to start anew.

Lastly, the Crawley Hills are less dangerous than North Riding, though the lack of an established travel route makes journeys more difficult.

## Regions and Tier

The region types and tiers for each area are listed below and more fully detailed in Appendix A: Exploration.

- ♦ Crawley Hills: Tier 1 Rolling Grassland
- ♦ North Riding: Tier 1 Rolling Grassland
- ♦ Halfpoint: Tier 1 Urban Township
- ♦ Hengistbury: Tier 0 Urban Township
- ♦ Lanickshire: Tier 1 Country Shire
- ♦ Lanickshire to Holdenshire: Tier 1 Open Roads
- ♦ Thornbury: Tier 0 Urban Township
- ♦ Weirwood: Tier 1 Feywood

Note that while in Thornbury the adventurers are trying to avoid drawing attention which counts as Multitasking (increasing the DC of journey activities by +3) and that the roads are currently Hostile Territory (increasing the DC of journey activities by +4).

## Starting Logistics

The difficulty of a journey sometimes lies not in the dangers ahead, but in the logistics and planning of the undertaking. One wrong calculation of the amount of food available, or a sudden change of plans like the adventurers currently face, and a party might find themselves facing impending starvation.

Thankfully, Belton came prepared. The wagon carries 20 Supply for people, plus 16 Supply of feed intended for Rummynose (the horse drawing the wagon). For PCs that did not pick up any survival gear, the Narrator can have them come across an explorer's pack (with the rations replaced by 5 torches). The party also receives a map of the local area with the smuggling routes marked on them if they decide to part ways with Belton at any point during the trip.

**Local Map (20 gold).** This map depicts an area that is well known to its makers and shows the full details as well as routes within the realm, including the names of hamlets, villages, and towns. When using this map, you may travel at a fast pace without taking a penalty to your passive Perception while within the area it depicts. If you also use a compass in conjunction with a map, you gain an expertise die on checks made to avoid becoming lost.

## Forced Marches

When on a journey in *Level Up* the party can push themselves to travel further than normal, but to keep things approachable and *Memories of Holdenshire* easy to run the distance the adventurers travel each day is determined by their travel pace (see page 52).

## Method of Travel

Consulting the map on page 27 the party estimates that the distance between Northminster and Halfpoint is approximately 50 miles (their destination is 10 hexes away and each hex represents 5 miles). The wagon, at its regular slow pace, covers 16 miles a day if nothing goes wrong. If the players decide to push the wagon into traveling at normal pace, they can cover 24 miles at the risk of a malfunction if they fail the daily DC 13 land vehicle check.

Belton will bring up that the wagon has a major drawback: they cannot cover their tracks as easily, and can never hide from ambushes. If the group were to proceed on foot at a slow pace, on the other hand, they would be able to use Stealth. While abandoning the wagon does greatly decrease the party's carrying capacity, avoiding getting jumped on might be worthwhile in itself.

If the adventurers somehow happen upon enough mounts for everyone—perhaps from knocking out some scouts—they can travel at a mounted pace. Much like the wagon they will not be able to use Stealth, and will also take additional penalties to their passive Perception and Perception checks, but they'll make it to Halfpoint in only a day and a half. See page 52 for more information on travel pace.

## Building a Journey

This is a step-by-step guide for generating exploration encounters for journeys. When running a multi-region journey, Narrators might find it easier to prepare encounters ahead of time by skipping steps 4 to 6. Preparing ahead also helps maintain a good balance between exploration challenges, monsters, social encounters, and scenery over the journey as a whole. You can also swap the order of the encounters at any time based on need.

While it's ultimately at the Narrator's discretion, the adventurers experience different weather and one encounter in each region they travel through.

## Expertise Die

When you make a d20 roll with an expertise die, roll 1d4 and add the number rolled to the result. You can never roll more than one expertise die, and if you would gain more the size of the expertise die increases instead, from 1d4 to 1d6, or 1d6 to 1d8 (maximum 1d8).

If you have advantage or disadvantage at the same time as an expertise die, only the d20 is rolled twice, not the expertise die.

## Step 1: Plan or Estimate the Journey

To start with the party needs to determine their traveling pace and direction so the Narrator can figure out the amount of time they spend traveling. Ask the PCs or estimate how fast they intend to travel. If they know their location on the map, determine which hexes their path will cross.

### JOURNEY EXAMPLE

*The party starts on the Northminster hex and decides to travel by foot at a normal pace. They indicate on the map which hexes they intend to go through, which comes to a total of 10 hexes, or 50 miles. This is equal to 2 days of travel, plus an extra hour to cover the last 2 miles.*

## Step 2: Determine Regions and Tiers

Based on the hexes the planned path crosses, determine which regions and tiers to use for rolling encounters.

### JOURNEY EXAMPLE

*Taking the direct route has the adventurers traveling through part of North Riding, so the Narrator rolls on tier 1 Rolling Grassland.*

## Step 3: Roll for Weather and Encounter

Roll a d20 to determine the weather and a d10 for the encounter (if you have the core *Level Up* rulebook, roll a d100 for the encounter instead). Alternatively, the Narrator can set a specific

## Level Up and Group Checks

Sometimes the Narrator will call for a group check. Group checks take place when the entire party is engaged in a single task, such as climbing a cliff or sneaking up on an enemy camp. The more skilled members of the group are able to help the less skilled members.

In a group check, every player makes an ability check. If more than half of the group succeeds in their check, the group as a whole succeeds. If half or less of the group succeed, the group as a whole fails.

**Group Criticals.** A critical success is achieved if all members of the party succeed in their checks, while a critical failure takes place if all members of the party fail.

encounter for the purposes of the campaign or adventure. Also there can be two or more encounters a day, or the weather might change as time passes.

### JOURNEY EXAMPLE

*The Narrator rolls and determines that there's rain on the way. On one of the nights, a hungry bear comes and rifles through the camp.*

## Step 4: Journey Activities

The Narrator first figures out the DC of journey activities, which is determined by a region's tier—a tier 0 region starts at DC 10 and tier 1 at DC 12. Determine if there are any modifiers from the weather or the party's circumstances to get the final journey activity DCs, then have the PCs make their checks. For more details on journey activities, see pages 52–68.

### JOURNEY EXAMPLE

*Since players are on the run, their DC in North Riding has a +3 modifier from trying to stay low (Multitasking). The rain adds another +2 for a total of DC 15. One of the adventurers chooses to Harvest, and does the journey activity in Crawley Hills, North Riding, or Lanickshire because they gain advantage on the check in those regions.*

## Step 5. Resolving Encounters and Journeys

Play out the encounter, taking note if any journey activity outcome might have an effect. If the party succeeds in the encounter, their journey continues uninterrupted. On a failure, consider whether this might set them back. Calculate how many days it takes for the party to arrive at their destination.

### JOURNEY EXAMPLE

*The adventurers travel uninterrupted for the first day, covering 24 miles. They decide to stop and take a long rest, consuming 1 Supply each. Drawn by the smell of food, the bear storms in as they eat.*

*After lots of Animal Handling checks and attack rolls, the bear cannot be chased away and it destroys 4 Supply in the fracas. Salvaging the campsite takes 1 hour of work, meaning the party is only able to travel 7 hours tomorrow (covering 21 miles). The rest of their journey is uninterrupted, and they cover the 50 miles trip in a little over two days.*

## Step 6. Repeat!

Start anew from Step 1. Onwards to Weirwood!

## Sample Journey

Traveling from Northminster to Weirwood via Halfpoint-Thornbury requires crossing 6 regions and 110 miles (50 miles from Northminster to Halfpoint, 35 miles from Halfpoint to Thornbury, and 25 miles from Thornbury to Hengistbury).

Instead of rolling randomly to determine the events along the journey, the Narrator can use the following sample journey instead. Note that the party has an encounter during their time in any settlement as each is its own region.

**Captain Tariq.** The Narrator can have Northminster's captain of the guard catch up with the party while they're on the North Riding Smuggler's Route or when they're in Lanickshire.

**Encounters.** The rules for exploration challenges are in Appendix A on pages 52–68.

*Extra Days.* If the party is delayed by exploration challenges or unexpected events on their journey and spend more time traveling than intended, there are rolls provided for an extra day of travel in the region. Otherwise the days listed are for adventurers that keep good time and don't get off track.

## North Riding

**Region:** Tier 1 Rolling Grassland

**Activity DC:** DC 12 (advantage on Busk, Chronicle, Gossip, Harvest, and Rob)

*North Riding Weather Roll:* 11 (overcast)

*North Riding Exploring Roll:* 8 (thunderstorm exploration challenge)

## Halfpoint

**Region:** Tier 1 Urban Township

**Activity DC:** Start at DC 12 for Halfpoint (expertise die on Busk or Rob)

*Halfpoint Weather Roll:* 8 (clear day)

*Halfpoint Exploring Roll:* 6 (pugilist monster encounter)

## Countryside Route

### Lanickshire

**Region:** Tier 1 Country Shire

**Activity DC:** DC 12 (advantage on Busk, Chronicle, Gossip, Harvest, Rob, expertise die on Charisma checks, always a Haven)

*Lanickshire Weather Roll:* 5 (clear day)

*Lanickshire Exploring Roll:* 3 (ankheg monster encounter)

### Road Route

### Lanickshire to Holdenshire

**Region:** Tier 1 Open Road (+1 miles per hour, +8 miles per day)

**Activity DC:** DC 15

*Road Weather Roll:* 18 (mist)

*Road Exploring Roll:* 6 (ghoul monster encounter)

## Encounter Timing

To determine when Tariq catches up to the party, he makes a **Survival** check to track the PCs after they've finished their journey activities. If no adventurer uses the **Cover Tracks** activity, the DC is determined by the journey activity DC. Otherwise, it is an opposed **Survival** check. In either case Tariq gains a +1 bonus to his check for each PC that chose to **Busk**, **Entertain**, **Gossip**, or **Rob**. On a success, he can travel up to 30 miles (6 hexes) to try and catch up to the adventurers, or only 20 miles (4 hexes) on a failure.

For a simplified process, if the party fails at an encounter on their way to Halfpoint, Tariq is their next encounter. Otherwise, he's the first encounter after they leave Halfpoint.

## Sample Encounter: Weirwood

**Region:** Tier 1 Feywood (suffer a level of strife when breaking a promise, gain an expertise die on **Stealth** checks)

**Activity DC:** DC 12 (advantage on **Hunt** and **Gather**)

*Weather Roll:* 20 (rain)

*Exploration Roll:* 19 (social encounter)

### Thornbury

**Region:** Tier 0 Urban Township

**Activity DC:** DC 13 from **Multitasking** (expertise die on **Busk** or **Rob**)

*Thornbury Weather Roll:* 3 (clear day)

*Thornbury Exploring Roll:* 3 (apprentice mage monster encounter)

### Holdenshire

**Region:** Tier 0 Country Shire

**Activity DC:** DC 10 (advantage on **Busk**, **Chronicle**, **Gossip**, **Harvest**, **Rob**; expertise die on **Charisma** checks, always a Haven)



## Level Up



*Weather Roll:* 12 (overcast)

*Exploration Roll:* 4 (bridge of stones exploration challenge)

### Hengistbury

**Region:** Tier 0 Urban Township

**Activity DC:** DC 13 from Multitasking (expertise die on Busk or Rob)

*Hengistbury Weather Roll:* 14 (rain)

*Hengistbury Exploring Roll:* 5 (hail storm exploration challenge)

## ENCOUNTER 2: A PERSISTENT PURSUER

Highly upset by the party's escape, Captain Tariq—who still believes they murdered his sister Annika—personally tracks them down. Hearing about the wagon full of bedrolls, it does not take him long to deduce where the adventurers are headed and he quickly begins his own journey towards Halfpoint.

In his fervor Tariq did not properly prepare for the trip, nor did he bring backup. The adventurers notice both of these things right away when he makes his appearance.

Ahead you see a lone figure leaning against a horse that grazes sloppily as it pants. Seeing you approach, the traveler's shoulders seemingly sag in relief. The person—a human man, it seems, from his haggard appearance—wearily trudges towards you.

"Pardon the interruption, fellow travelers. If you've a waterskin to spare—you!"

Recognition sparks in both your minds and his. Though he may be without his bright red cape and full-body armor, the sight and sound of him mourning over his sister Annika Crestveil is engraved in your memories and you realize this is Captain Tariq. "You murderous zealots!" he screams, all the exhaustion gone from his features and replaced with fury as he unsheathes a greatsword from his back, "I'll see you hanged for what you did to my baby sister!"

Although Tariq has drawn his weapon, adventurers with a passive Insight 12 or passive Perception 12 know he is posturing, mostly to ensure his own survival. As he hollers about how he will cut the party down one-by-one and haul them back in chains, the party can make a DC 15 **group check** to convince him that they are innocent by using Persuasion, lie about their circumstance with Deception, or threaten him to back off with Intimidation.

On a failure, Tariq reluctantly lets them leave but only because he currently does not have the means to stop them.

On a success, the captain's resolve wavers—he lowers his weapon and voices that he is weary and doubtful of the party's claim, but if they are indeed innocent, there has better be evidence to prove it.

On a critical success, he realizes that there's no way the adventurers could have defeated his sister and promises to clear their names, but on a critical failure he becomes enraged and attacks (using the statistics of a CR 3 knight with an AC of 15 from half-plate and one level of fatigue). When engaged in combat, Tariq retreats after being damaged 3 or more times, using Disengage to flee, then mount his horse and ride off.

## The Weirwood

Once the adventurers safely arrive in the Weirwood, they may either take some time to recuperate or go straight to seeking out the wisewoman. The half-day long trip should be treated as an exploration challenge that is set up exactly the same way as encounters in a journey.

## ENCOUNTER 3: GRANNY APPLESEED

When the party approaches Granny Appleseed's homestead, read the following.

You can smell Granny Appleseed's cottage emanating the aroma of freshly baked apple pies before you see the rustic, tidy hut and the picket fence around it. Surrounding the fenced yard about her home are several wild apple trees, many of which bear fruit even though it is not in season.

As you approach a plump and jolly elderly human woman emerges, wearing a frilly apron that is pristinely clean and a laurel of apple flowers on her head. Her nose is crooked and lumpy, and her teeth have a lot of gaps between them. "Hello, faces old and new! Come in, come in. I've just put the pie in the oven and the kettle will be boiling in just a minute. Make yourselves at home!" She beckons you all to join her inside.

Granny Appleseed is a friendly **green hag** (CR 3) known in Hengistbury for her remedies, advice, and magical pastries. After hearing what the adventurers are seeking as they snack on some strangely addictive cookies, she says she has the perfect recipe for their predicament: a good old herb quiche. However, just making it for the PCs is boring, so she challenges them to a riddle instead to see if they can figure out what the right ingredients are.

The old woman picks up a spoon from a honeypot and swishes it around. Threads of sugar float in the air as she rhythmically speaks.

"To set your lost memories free,  
You must bring me these  
ingredients three:  
A sun inside the sea, and found in  
the lea.  
A coin you can eat, sometimes new  
and sometimes sweet.

## Ingredient Mishaps

Adventurers that got the wrong ingredients may be in for a difficult surprise! The Narrator can choose to have the adventurers make a Constitution saving throw (DC 12 + 1 per wrong ingredient). On failed save, a curse afflicts them until their memory returns.

TABLE: INGREDIENT MISHAPS

D6	EFFECT
1	Seeing a person with Charisma 14 or higher brightens your field of vision and fills your peripheral with a hazy pink border of sparkling roses.
2	Whenever you speak a word beginning with R, your head turns into that of a frog for 1 minute. You can still speak and use your senses normally.
3	For an hour after each meal, you suffer terrible hiccups that trigger every 20 syllables.
4	Your skin becomes vividly colored and changes at the end of each long rest. The effect temporarily goes away until the next long rest if you drink a cup of water.
5	Between dawn and sunset you have an irresistible urge to rhyme, forcing you to end sentences with nonsensical words to fulfill the requirement.
6	Your preference for smells is flipped—what usually smells awful to others smells wonderful to you, and vice versa.

What all soldiers need, but is  
hollow and empty.  
My backyard or forest, go out and  
seek, to help create the lock and  
the key!"

## Level Up



The items Granny Appleseed is looking for are **robin eggs**, **mint**, and **morel** respectively. After hearing the riddle, the party can make DC 13 Insight or Nature checks for each ingredient. On a success, they know the type of ingredient they are looking for (egg, herb, fungi). The PCs may also head out into Granny Appleseed's garden or the forest to look around for items that might fit the criteria with a DC 15 Investigation or Perception check.

On a critical success, or if more than half the group succeed, the party can pool their knowledge together to figure out all three ingredients. If more than half failed both checks, they find or deduce the "wrong" ingredients: namely forget-me-not flowers, currants, and the gut of a recently-butchered rabbit.

Whatever the group brings to Granny Appleseed, she adds it into a giant quiche for the adventurers to have as part of a lavish dinner of pastries and hearty dishes. For each correct ingredient, a PC

gets to remove one condition, a level of fatigue, or a level of strife. If all the ingredients are correct, they also gain 10 temporary hit points that last for up to 24 hours.

The party then falls into a food coma for an hour, which can serve as a short rest.

After the adventurers rouse from their food coma, they wake to find...that they feel exactly the same! None of their missing memories have returned! Granny Appleseed explains that this is meant to be: as stated in the riddle, she has created the lock and key. It is up to the party to do the actual unlocking. The best way to go about this is to live a normal life in Hengistbury, where it all seemingly began. Hopefully spending time in town will ultimately jog their memories, and answer how or why they ended up in a cult.

Before they leave, Granny Appleseed provides the group with parting gifts. If they did not locate the right ingredients, she gives the PCs a choice of two items out of three: an empty *dreamscrying bowl*,

a *gossip earring*, or *Perdita Ravenwing's True Name*. If they found all the correct ingredients, she also gives each of them a tin of Granny Appleseed's Signature Pastries. This special ration never expires, and after consuming it at the end of its next long rest a creature can remove 1d4 conditions, levels of fatigue, or levels of strife.

## Dreamscrying Bowl

*Wondrous item, uncommon (requires attunement; cost 100 gp)*

**Crafting Components:** Bowl used to collect alms or tithes for a religious organization

This terra cotta pottery bowl has a glossy black band around the rim and is sized to be used as a nightstand washbowl. Most of it is covered in geometric shapes unique to each other. When you are attuned to the bowl and fill it with holy water, the reflection on its surface portrays your most recent dream, or the dream of a sleeping creature within your reach. If the water is disturbed the shown dream disappears and will not return.

Alternatively, you can shatter the bowl and choose one sleeping creature you can see within 30 feet. Until the sleeping creature awakens naturally, its dream and sleep cannot be interrupted or effected by any other magic.

## Gossip Earring

*Wondrous item, uncommon (requires attunement; cost 105 gp)*

**Crafting Components:** Piece of jewelry stolen from a rival

The days of wondering what the socialites across the room are chatting about have come to an end! This brass earring is sculpted into the shape of whispering maidens. Whenever a creature says your name while within 100 feet the earring activates, transmitting the creature's words as a hushed whisper into your ears until it has gone at least 1 minute without saying your name.

## Perdita Ravenwing's True Name

*Wondrous item, common (requires attunement; cost 90 gp)*

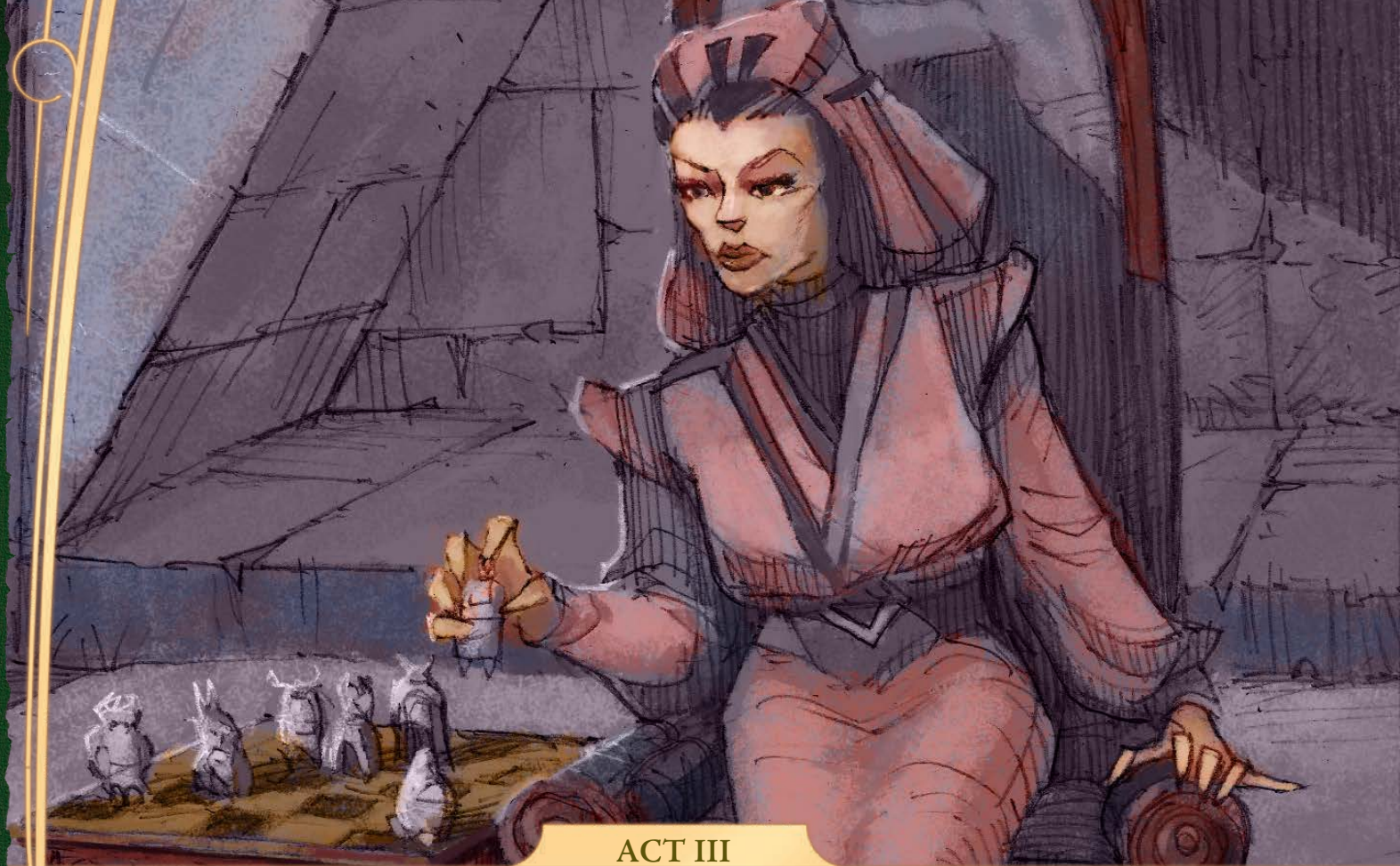
**Crafting Components:** Parchment cured at The Bleak Gate

This slip of parchment contains the magically bound name "Agnes Nittworthy" surrounded by occult symbols and raven feathers. While you are attuned to it, you can use a bonus action to invoke the name on this parchment to summon a vision of a powerful and ancient hag beside you for 1 minute. Agnes acts aloof and mysterious but becomes oddly motherly around the young or incompetent. Once a vision is summoned in this way, it cannot be summoned again for the next 24 hours.

You can use an action to verbally direct the vision to do any of the following:

- Create ominous noises or effects (as *thaumaturgy*).
- Magically poison up to a pound of food within 5 feet. Any creature that consumes this poisoned food must make a DC 13 Constitution saving throw or become poisoned for 10 minutes.
- Mimic animal sounds or the voices of specific humanoids. A creature that hears the sounds can tell they are imitations with a successful DC 13 Insight check.

Alternatively, as an action while the vision is summoned you can agree to revoke your claim on Perdita in exchange for her direct assistance. When you do so the parchment crumbles into dust and for the next minute the vision curses a creature of your choice within 30 feet (as *bestow curse*, save DC 13) after which she disappears. Once you have revoked your claim in this way, you can never invoke Perdita's true name again.



### ACT III

## EVIL'S TRUE FACE

**H**aving now received the "lock and key" from Granny Appleseed, the party must travel to Hengistbury in hopes of turning over their minds until they find their missing memories. Belton will accompany them there, but afterwards he insists on getting back to Northminster and business as usual. For the return trip, use the same journey rules for their initial trip to the Weirwood.

Upon their arrival in Hengistbury (or their return, if the memories start stirring) Belton does the party a last service by introducing them to a relative who runs a local boarding house, a tidy building with a freshly-painted and memorable sign—a plump red chicken perched on the back of a young bay horse—proudly displayed out front.

With a solid thump on the door, Belton calls out, "Myco, I've got company for you!"

It's not long before a neatly-dressed halfling in a chicken-embroidered waistcoat

flings open the door to wrap Belton in a rib-crushing hug before looking the party up and down.

"They're a bit worse for wear, but if they're friends of yours, cousin, then they're friends of mine!" They then proffer their hand, "I'm Myco Ferris, owner of this little place. Not quite as fancy as the Bleeding Heart, but more than a mite quieter. Less of the traveling riffraff, too—mostly house the farmhands from out of town, or locals like Old Sven when the storm took his roof off last season."

The halfling Myco Ferris is the proprietor of the Hen and Filly and he has a penchant for gossip and long, meandering stories. On the strength of Belton's recommendation, Myco offers the party a discounted weekly rate until they can find lodgings of their own or decide to move on. While it doesn't include food and drink like the inn does, the Hen

and Filly is cheaper and, perhaps most important to a group on the run, easier to lay low at. A week's lodging here costs each of the PCs 8 silver.

His work now done, Belton stays in town long enough to resupply (and replace his wagon if the adventurers earlier chose to abandon it) then leaves the next day for Blackford, promising to come and check in when he's next in the area. He also plans to meet with Kit to see about restocking his illicit wares before he leaves town.

## WORD ABOUT TOWN

Hengistbury is known for being a sleepy town with few troubles, yet that hasn't been entirely true as of late. Kobolds in particular have been spotted recently, and there are even rumors of lizardfolk in Fogmoor to the south. The latter has been largely dismissed as fisherfolk having had too much to drink, but the former is well-attested. Even the Weirwood—a place the town has had peace with for some time—has become more active. Though the locals are trying to put on a brave front, there's an air of tension competing with excitement around the upcoming festivities.

## CHAIN OF MEMORIES

Give the PCs some time to explore Hengistbury in relative peace as they attempt to regain their memories. There are a number of locations both in and near the town that should help with this, but the Narrator should feel free to add new places as feels appropriate to Hengistbury's size and culture. The timeline of this adventure assumes that the party will be here for just under a week, beginning just before the Summer Festival and culminating with the news of Belton's disappearance.

## Places of Interest

The last memories the party has from before the cult are from Hengistbury, but just being in the town isn't quite enough to bring anything back. The PCs must dig a little deeper and become more familiar with this place and its citizens to get the

## Who Are They Really?

Depending on what sort of game the Narrator has chosen to run, the PCs may be missing only weeks of their memory or they might have no idea what sort of people they are at all! In the case of the latter, make sure to have an open dialogue with the group to avoid taking away any of their agency. If players have a backstory in mind, make sure to tailor their triggered memories to suit that, culminating in a full mental recovery after the third trigger. If they want to be surprised, here are a few suggestions as well as where and who they might be reminded by:

- ♦ **Adventurer:** Bleeding Heart Tavern, Brand Torek, Sirkesalo's Tower
- ♦ **Entertainer:** Freya Aeval, Market, Three-Fingered Jack
- ♦ **Hunter:** John-Francis Rainweaver, Trading Post, Yara Bloodclaw
- ♦ **Pilgrim:** Heinrich Krebs, Lady Pemberton, Old Temple
- ♦ **Scholar:** Lord Pemberton, Sirkesalo's Tower, Stedd Grimwold
- ♦ **Seasonal Worker:** Fields or Moor-Run River, the Hen and Filly, Ugg
- ♦ **Thief:** Bleeding Heart Tavern, Kit Bartleby, Market

Note that these roles have no mechanical impact outside of the party's time in Hengistbury and their backstories—these are in addition to the adventurers' backgrounds and class levels, and intended to simplify the storytelling process for the group. Every ranger doesn't have to have been a hunter, and every pilgrim isn't necessarily a cleric or druid.

whole picture. Each adventurer must trigger at least 3 mundane memories to remember what brought them to the cult in the first place: being abducted by a mysterious figure into a covered wagon either by drugs, trickery, or violence. This realization, while unpleasant, gives the PC a feeling of purpose

## Level Up

and they get a +1 bonus to their first initiative check every day until the end of the adventure.

The locations of such memories should be chosen by the Narrator, keeping in mind each adventurer's backstory. They can also be triggered by NPCs (see Holdenshire NPCs on pages 106–113), most likely by villagers recognizing the party and sharing an anecdote.

Unlocking a given memory requires a DC 12 Perception check (for locations) or a DC 12 ability check of the Narrator's choice (for NPCs, depending on the relationship). Each individual check can be attempted once per day. On a success, the adventurer relives the memory in question and gains a +1 bonus on their next ability check, attack roll, or saving throw, and they cannot regain another memory until they have finished a long rest. On a failure, the adventurer gets a brief but splitting headache and a sense of familiarity, but nothing else.

## Bleeding Heart Tavern

The tavern is owned by the Pembertons and staffed by a rotating selection of the town's inhabitants on their behalf—the building itself may not change, but how exactly it is run changes often.

**Possible Memories.** An adventurer might arrive here and suddenly remember sliding a pint across the bar, playing a game in front of the fire, or bringing up supper to one of the rooms upstairs.

**NPCs.** Freya Aeval, Meredith Jones, Three-Fingered Jake.

## Previous Interactions

**Freya Aeval:** *"I remember you—you sang that song about the Queen. Do you have any more?"*

**Meredith Jones:** *"Wait, were you the patron who tipped with that old medallion? I've still got it somewhere."*

**Three-Fingered Jake:** *"Oh, you're the one that lent me silver after that bad run at cards. Thanks—those adventurers were getting nasty!"*



## Fields

Penner's pig farm is the most notable dwelling here, but many in the town work the fields or raise livestock in part- and full-time capacity to supplement their household or make ends meet.

**Possible Memories.** Working the fields, experiencing one of Ugg's self-composed songs.

**NPCs.** Penner, Ugg (the hill giant).

## Previous Interactions

**Penner:** *"You going to try your hand at the pig wrestling again? Arnie's all ready to go for the festival."*

**Ugg:** *"Ugg remembers you! You sang with Ugg!"*

## Forge

Known as one of the best smiths in the area, Rorus Klain runs a tight ship here.

**Possible Memories.** Having a weapon sharpened or armor mended, having a horse shod.

**NPCs.** Rorus Klain.

## Previous Interactions

**Rorus Klain:** *"Mm? Did you go and blunt that blade already? Wasn't a month ago I last sharpened it."*

## Hengistbury Keep

Home to Lord and Lady Pemberton, Hengistbury Keep is easily the most well-fortified and finest building in the area.

**Possible Memories.** Serving as an attendant to the Pemberton family, coming to pay respects.

**NPCs.** Lord Pemberton.

## Previous Interactions

**Lord Pemberton:** *"Ah yes, I remember you asking to look at my libraries. Did you find what you sought?"*

## Market

Easily the center of commerce and society in Hengistbury, the market is host to several businesses, as well as the more unsavory elements in town.

**Possible Memories.** Manning a booth, purchasing goods.

**NPCs.** Kit Bartleby, Mylani Azalathellon, Nazid, Stedd Grimwold, Steffen the Baker, Temrus Clothbinder.

## Previous Interactions

**Kit Bartleby:** *"If you're planning to stick around, I might have a job for you..."*

**Mylani Azalathellon:** *"Oh, it's you again. Planning to follow the law this time?"*

**Nazid:** *"Well if it isn't my best customer! Lucky you, I got a shipment in since you left."*

**Stedd Grimwold:** *"Oh, hello there. Did you ever find out if harvesting the nettles under moonlight made them more effective? I guess I should give that hair growth potion another try."*

**Steffen the Baker:** *"Oh, what was your usual order? Wait, don't tell me—one baguette and two of the honey wheat rolls, right?"*

**Temrus Clothbinder:** *"You know better now than to touch one of the black-wrapped cheeses, right? I don't want any trouble."*

## Moor-Run River

The river is a popular spot for local fisherfolk. Ferries frequently run between Hengistbury and Thornbury.

**Possible Memories.** Going out of the water for a day's work, picking flowers as a temple offering.

**NPCs.** Ariadne, any fisherfolk.

## Previous Interactions

**Ariadne:** *"Weren't you the one who rescued my bouquet from the currant? Thank you!"*

**Fisherfolk (any):** *"You're back! Any chance you've got time to go out onto the water with us again?"*



## Old Temple

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Once a temple to the goddesses of agriculture and hunting, this old building is now used as both a town hall and place of healing. It is maintained by Lady Pemberton who offers magical aid to those in need.

**Possible Memories.** Lighting incense to the goddesses, coming to request healing, or partaking in a heated debate during one of the town meetings.

**NPCs.** Ariel, Heinrich Krebs, Lady Pemberton, Prirkka Strongfist.

## Previous Interactions

**Ariel:** "Not planning on falling out of any trees again, are you? I told you I'd only fix that arm once if you were going to be a fool about it."

**Heinrich Krebs:** "Ah, there you are. Were you ever able to find that calendula I asked about?"

**Lady Pemberton:** "You've lent us your healing touch once before. Would you do so again?"

**Prirkka Strongfist:** "Glad to see you again—I meant to give my thanks for your help during that rough birth—I don't know if both twins would have made it without you."

## Sheriff's Office

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Run by Brand Torek, the Sheriff's Office also doubles as his living quarters and the county's closest equivalent to a jail. While he himself isn't often in (preferring to spend his time on patrol) his presence lingers in the form of his old adventuring armor and massive warhammer on display.

**Possible Memories.** Being held in the makeshift jail for drunkenness, coming to check the job board outside.

**NPCs.** Ariadne Torek, Brand Torek, Jayel, Yara Bloodclaw.

## Previous Interactions

**Ariadne Torek:** "Hello again! Did you come back to help Uncle Brand with the wolf problem?"

**Brand Torek:** "Hope you've learned to handle your liquor while you've been gone—don't want to deal with you in the drunk tank again."

**Jayel:** "Where'd you get to? A good hand in the wood is hard to find."

**Yara Bloodclaw:** "Might need your arm again; we've heard tell of some monsters prowling around. The wolves have been getting bad, too."

## Sirkesalo's Tower

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Kalle Sirkesalo is the local mage, and his tower is isolated from Hengistbury on a small island of its own downstream in the middle of the Moor-Run. He studies texts both arcane and divine, but is reclusive and doesn't often entertain guests for very long.

**Possible Memories.** Delivering a rare reagent, delivering mundane supplies.

**NPCs.** Kalle Sirkesalo, Redheaded Roland.

## Previous Interactions

**Kalle Sirkesalo:** "Oh, you're that mage that wanted a peek at my library, aren't you? Are you going to actually stay this time, or do you plan to disappear again?"

**Redheaded Roland:** "Didn't we play dice at the Bleeding Heart? We should definitely go again—pretty sure I wiped you out."

## The Hen and Filly

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A boarding house popular with seasonal workers and locals in between formal lodgings.

**Possible Memories.** Arriving for a season of farming, staying during roof repairs.

**NPCs.** Myco Ferris.

## Previous Interactions

**Myco Ferris:** "Wait, I remember you, now I think on it. You told stories to rival old Three-Fingers!"

## Trading Post

A variety of mundane gear is on offer here as well as game purchased from local hunters.

**Possible Memories.** Bringing in a day's catch of game, discussing the dangers of the Queen's Wood.

**NPCs.** John-Francis Rainweaver, Logan Brokenbarrel, Yara Bloodclaw.

## Previous Interactions

**John-Francis Rainweaver:** *"Haven't seen you here in awhile. Out tracking that ten-point buck again?"*

**Logan Brokenbarrel:** *"Back again, eh? That offer for night guard at the quarry is still open."*

**Yara Bloodclaw:** *"Good to see that you're back. We might have to offer a bounty for wolves in the Queenswood—there's been a lot more of them this year."*

## The Summer Festival

Hengistbury is abuzz with activity—the weekend long Summer Festival is in a mere three days! The annual pie eating contest with Thornbury is one of the most anticipated events, and the smell of berry pies fills the marketplace. There are also a number of other competitions all of which the PCs are encouraged to take part in for a small entry fee.

If there are notable NPCs that the adventurers have grown fond of (or developed a rivalry with), make sure to work them into the contests. For example, Three-Fingered Jake and Freya could be in the storytelling competition, or any of the several hunters could be a stand-out in the archery competition.

**Vendors.** A wide assortment of food, drink, and toys are available. Sweet, salty, and fried items are usually sold at 2 silver each, and Granny Appleseed has special goodies as well.

**Game Limits.** Typically a contestant is no longer allowed to play a game or contest again after winning it once. The contestant may attempt to play one more time by making a DC 13 Deception check to convince the moderator that their win was a fluke, but otherwise they must move on.

## Granny Appleseed's Goodies

Granny Appleseed is a regular at the Summer Festival and she's come with an assortment of apple-themed goods, both mundane and magical.

FOOD	COST	DESCRIPTION
Apple Cider	2 sp	Tart, lightly alcoholic cider (available in a pony keg for 12 gp; serves 60)
Apple Tart	1 sp	Tasty tarts filled with apple cinnamon filling
Handy Dandy Apple Hand Pie	2 gp	Bigger than the apple tarts and covered in a brown sugar sauce, these hand pies can sustain a creature for 24 hours.
Granny's Grade-A Applejack	50 gp	Some of Granny's special stash, this brew grants 10 temporary hit points that last for 1 minute.

**Magical Cheating.** Unless explicitly stated, magical enhancements (both spells and items) are prohibited from festival games in a city or smaller settlement. A contestant found to be using magical enhancements is stripped of all winnings and publicly shamed.

The air thrums with excitement as townsfolk pour into the festival grounds, the smell of fresh-baked pies filling your nostrils. Then the sound of popping firecrackers splits the air as Granny Appleseed appears on her wagon, setting off colorful light and illusion magic as she hollers, "I've got all the pies you could want—come and get 'em!"

## Right Honorable Annual Pie Eating Contest

**Entry:** 2 gold

**Prize:** Winner's choice of a *blackbird pie* (provided by Freya) or the pot (up to 10 gold)

The highlight of the Summer Festival, the pie eating contest is a major point of contention between Hengistbury and Thornbury. All other victories are paltry in comparison—at least until the cheese rolling competition in the fall. If one of the adventurers seems particularly able to put it away, they are asked by the locals, young and old alike, if they'd fancy representing Hengistbury for the occasion. In addition to more tangible rewards, anyone who wins gets bragging rights until fall and likely won't have to buy themselves a drink for the next month.

During the contest each contestant eats the provided berry hand pies continuously for the duration, making a Constitution saving throw every minute (DC 12 + 1 per previous save), and the last gurgitator standing is declared the winner. On a failed save, a contestant is impossibly full and unable to continue. On a failure by 5 or more, they instead suffer a "reversal of fortune" and expel what they've already eaten, which disqualifies them.

Each of the 4 NPCs contestants (half from Hengistbury, half from Thornbury) have been training hard for this and have Constitution saving throw bonuses of +3.

## Archery Competition

**Entry:** 1 silver

**Prize:** 64 silver

Not quite as hotly contested as the Right Honorable Annual Pie Eating Contest, the archery competition still always makes a good showing. Between the PC entries, Hengistbury, and those visiting from neighboring Thornbury, there are 64 contestants, meaning 6 rounds of competition. The winner of the final round takes the pot of entry fees.

**Scoring Points.** Each contestant takes 3 shots per round. Contestants score 1 point for hitting the target's AC, 2 points for hitting a middle ring by beating the AC by 4, or 3 points for hitting a bullseye by beating the AC by 8. In each round, the top half of contestants that score the most points progress. In case of a tie, each of the tied contestants have a fourth "sudden death" shot.

**But There Are 64 of Them!** Starting with the semi-finals, each contestant should be handled individually to increase the drama of the occasion, but otherwise the Narrator is not expected to roll attack rolls and tally the points for each of them. An adventurer progresses to the next round simply by scoring 4 points or more.

**The Contestants.** The Archery Competition table shows the number of contestants, their attack bonuses, and the target's AC at each round of a contest.

**TABLE: ARCHERY COMPETITION**

TIER	NUMBER OF CONTESTANTS	ATTACK	TARGET'S AC
Finals	2	+5	15
Semi-Finals	4	+4	14
Quarter-Finals	8	+3	13
Fourth	16	+2	12
Fifth	32	+1	11
Sixth	64	+1	11

## Caber Toss

**Entry:** 1 silver

**Prize:** 2 gold

This competition focuses on the precise tossing of a 20-foot whittled pole. Contestants wait their turn to heft the pole, balance it on one shoulder, and then run a short distance before actually throwing it. Ideally, the caber does a full revolution before landing straight in front of the contestant. Rather than measuring by distance, judges award points based on the angle and positioning of how the pole lands. Each contestant makes a ranged attack roll

using Strength as the ability modifier, the person with the highest result winning the pot.

Many of those who enter cannot even lift the 120-pound caber properly, much less toss it, but there are 3 stand-out NPCs who can and have a +4 bonus on their ranged attack rolls.

## Cabernet Toss

**Entry:** 1 silver

**Prize:** 2–8 silver

Starting as a pun made about the caber toss, the cabernet toss is a challenge of toasts that usually breaks out around wine, cider, or beer barrels (no serious contestant lets the actual variety spoil the fun). Two individuals make toasts of increasing verbosity to life, the gods, their opponent, or anything else that strikes their fancy.

Contestants make opposed Persuasion checks to bring the crowd to their side. This ability check is usually Charisma, but a contestant that improves their toast by throwing in related facts can use Intelligence, someone that carefully reads and responds to the crowd can use Wisdom, and a few people have managed to win with Constitution by liberally including long chugs of alcohol into their routine.

The contest is over when a contestant beats their opponent's check by 10 or more, and the winner takes the whole pot. Occasionally the loser may double the bet for another round, but this can only be done three times before the crowd demands fresh contestants.

NPCs contestants have Persuasion +3.

## Catch the Pig

**Entry:** 1 silver

**Prize:** 2 silver

The lucky contestant is led into a muddy arena with a greased pig where they have 1 minute to catch and tie up the squealing animal. Each round that the pig is loose, the contestant makes a DC 10 Acrobatics to catch it. On a success, they must successfully grapple the pig (use **boar** statistics for Arnie, this year's contender). If the contestant

## Blackbird Pie

The enchanted confection has in fact been the prize for the past several years, as most folk around here don't have much call for a magical pie full of murderous birds. Freya excitedly explains its effects to an adventurer that wins and chooses the pie (or seems like they might pick the pie).

### Blackbird Pie

*Wondrous item, uncommon (cost 150 gp)*

**Crafting Components:** Feather from the Dreaming

This item appears to be a freshly baked pie in a tin. When the crust is fully punctured the pie explodes as 24 magic blackbirds fly out and flit through the air in a 20-foot radius for 2d4 rounds, at which point the birds and the pie disappear. A creature that starts its turn in the area or first enters into the area on its turn makes a DC 15 Dexterity saving throw, taking 1 slashing damage on a failure. A creature damaged by the blackbirds has disadvantage on ability checks and attack rolls until the beginning of its next turn. The blackbirds are magical and cannot be interacted with like normal animals, and attacking them has no effect.

successfully grapples the pig for 3 or more consecutive rounds, they win the contest—but if at any point the pig escapes, the contestant must begin the process anew.

If the pig dies or falls unconscious the contestant is likely ejected from the festival unless they deliver a truly remorseful apology, line a few pockets with coin, or convince everyone that it was an honest mistake.

## Guess the Pig's Weight

**Entry:** 5 copper

**Prize:** The pot (up to 200 copper)

Anyone who wishes may make a guess as to the weight of one of Penner's prize pigs—this year it's a large black sow named Effie. Each contestant may

## Level Up

make a Nature check to guess its weight (one entry per contestant). At the end of the festival Effie weighs in at an impressive 750 pounds, and the contestant with the highest result on their Nature check wins.

Most contestants are way off, but there are 3 NPC contestants worth rolling for (each has a +4 bonus on Nature checks.)

### Light Show

**Entry:** None

**Prize:** 1 silver

This is a casual, entertaining game judged by the local children after dinner on the first night of the festival. Any contestant with access to *dancing lights*, *light*, *minor illusion*, *prestidigitation*, or a similar persistent light or illusion effect may enter. Each contestant makes an Arcana check to craft a fascinating light show, and the contestant with the highest result wins (measured by the raucous applause they receive). Kalle Sirkesalo has notoriously spurned the event for years, despite pleading and cajoling to the contrary. Granny Appleseed also abstains, not wanting to "ruin the fun", but she watches every year.

There are only 2 NPC contestants, each with a +3 bonus on Arcana checks.

### Raffle

**Entry:** 5 copper per ticket

**Prize:** Beautiful silver bell etched with the profile of a stag (worth 1 gold)

For the unskilled and worshipers of luck, raffles are an excellent diversion. One hundred tickets are sold at the start of each festival to anyone willing to buy, and individuals can purchase as many as they like. Each ticket is marked with a single number, from 1 to 100. At the end of the festival, a single ticket is picked from a jar (roll a d100 to determine the ticket picked).

### Storytelling Contest

**Entry:** None

**Prize:** 5 silver, and until the next festival each night the contestant can tell a story at the Bleeding Heart tavern to receive a free meal

This event is mostly intended to provide free entertainment at dinner, though there are several locals who take it very seriously. Each contestant goes on the village green's stage and makes a single Performance check. The contestant with the highest result on their Performance check wins.

There are 4 NPC contestants, each with a +3 bonus on Performance checks.

## ENCOUNTERS 1–3: PARTY CRASHERS

Unfortunately it's not all merriment about Hengistbury. The rumors about town of kobolds are in fact well founded, and they've noticed that all the festivities have kept the townsfolk distracted. The evening of the second day of the festival they launch a three-pronged raid meant to test Hengistbury's defenses in preparation for future attacks.

All the attacking kobolds are different from the typical scaly humanoid, using the **Dragon Servitor (fire)** variant for their statistics (see page 77). Any adventurer that makes a DC 13 Arcana check recognizes that while kobolds are normally a mottled brown color, these are a deep crimson, meaning they likely have some connection to a red dragon.

### Encounter 1

The first attack is launched against the fishing and ferry boats. There are 10 kobolds scrambling about and trying to set everything they can alight—cargo, ropes, and the ships themselves. A few NPCs who were amongst the vessels have attempted to rally, but anyone trying to put out the flames became targets. All told 4 fisherfolk (**commoners**) have taken shelter underneath one of the docks and 3 of them are bloodied.



Ultimately this attack is a distraction, and when meaningful resistance shows up (namely the PCs) the kobolds only stay for a single round of combat before retreating.

## Encounter 2

Not long after the flames are spotted by the boats a cry goes up that there are kobolds at the Bleeding Heart Tavern! There are **3 kobolds** and **1 kobold sorcerer**, and they also have arson on their minds. The structure's mead-splashed beams don't catch as quickly as they'd like though, so they quickly resort to stealing booze, burning the wall hangings, and generally causing havoc. When confronted, two of the kobolds flee, but the third stays to fight alongside the kobold sorcerer for 3 rounds (or until one of them is killed), at which point they both retreat.

## Encounter 3

This last attack strikes at the symbol of Hengistbury's security: Hengistbury Keep. Lord and Lady Pemberton are both presiding over the festival and thankfully aren't at home, but a few servants are still here. They managed to spot the oncoming kobolds and have barred the main doors and shuttered the windows, but the keep wasn't built to withstand a concerted attack. Aharad, a traveling **minstrel** who had been in the midst of a tryst with one of the staff when the assault came, is alternating using her illusion magic to signal for help and helping lob projectiles (and in her case, *vicious mockery*) down at the invaders from the second-floor windows.

There is **1 kobold** and **1 kobold broodguard** trying to break down the doors with a log clearly brought for the task, while **2 kobolds** try to find an alternate way inside (a trio of the scaly attackers already lay dead or unconscious).

When the PCs arrive Aharad focuses on aiding them, providing what healing and magical support she can from the safety of the keep. These kobolds will stay for 3 rounds (or until one of them is killed) before retreating.

**The True Mission.** The point of all of this, it turns out, is to provide cover for a final broodguard to investigate the Sheriff's Office. The kobolds have plans that involve kidnapping Ariadne Torek—but that's for the *To Slay A Dragon* adventure!

### The Aftermath

To say that the citizens are rattled is an understatement—the county has always been peaceful, and for an attack to come during the festival of all times? It was unthinkable. They're a resourceful and sturdy lot however, and by the time the adventurers get back from the keep there's already a medical tent set up in what had formerly been seating for the pie eating competition. Lady Pemberton is tending to these affairs as Lord Pemberton helps assess the damage inflicted upon the docks.

**Treasure.** Once the chaos is down to a dull roar the rulers of Hengeistbury come together and decide that a reward for the PCs is in order. Thankfully the kobolds were unable to compromise their strongbox and they offer a *candle of the surreptitious scholar*, a vial of *dust of sneezing and choking*, and a *faerie love letter* as tokens of their thanks.

### Candle of the Surreptitious Scholar

*Wondrous item, uncommon (requires attunement; cost 150 gp)*

**Crafting Components:** Wax harvested from bees fed lavender nectar

Initially crafted by wizard apprentices trying not to irritate their roommates, these candles became extremely popular with the thieves and other ne'er-do-wells that can afford them (helping some less scrupulous novice mages to afford tuition). The candle has 3 charges and regains 1d3 charges each dawn.

When you speak the command word and use an action to expend 1 charge, the candle's flame springs to life. Its bluish flame provides clear illumination within 5 feet and dim light for another 5 feet. The enchantment of the candle is such that the light that it sheds is visible only to you, allowing you to read, write, or engage in other tasks with no penalties from darkness. Each charge is good for 1 hour of illumination, after which the candle winks out.

By expending all 3 charges at once, you can create an effect identical to *light* except that only you are able to see the light it sheds.

If you expend the last charge, roll a d20. On a result of 5 or less, the candle loses its magic and becomes a mundane item.

### Dust of Sneezing and Choking

*Wondrous item, uncommon (cost 150 gp)*

**Crafting Components:** Feywood pollen

This fine gray dust is usually found in a vial and appears to be *dust of disappearance*, even when magic is used to *identify* it. Each vial contains enough for a single use.

You can use an action to throw the dust into the air. You and creatures within 30 feet of you that breathe make a DC 15 Constitution saving throw or become wracked with violent coughing and sneezing, becoming incapacitated and beginning to suffocate. While conscious, a creature can repeat the saving throw at the end of each of its turns, ending the effects on a success. A *lesser restoration* spell also ends the effects.

### Faerie Love Letter

*Wondrous item, uncommon (requires attunement; a secret worth at least 150 gp)*

**Crafting Components:** Secrets kept by two different fey creatures

This miniature private correspondence, which smells of floral perfume, is proof of a particularly scandalous dalliance between two noble fey which you can exploit for a favor. While attuned to the letter you can whisper the command word to cast

either *druidcraft* or *mending*. You can't do so again until you finish a long rest.

Alternatively, you can use an action to summon a Tiny faerie (AC 15, HP 1, Speed fly 30 ft., spell save DC 12). The faerie is charmed by you and acts immediately, casting one of the following spells as directed: *faerie fire*, *healing word*, or *hideous laughter*, after which it acts to preserve its own life and will only take the Dodge or Hide actions. If the faerie dies in your service the letter loses its power, but you retain the proof of their misconduct. Otherwise the faerie disappears after 1 minute, taking its love letter with it.

## A Friend in Need

Unfortunately the blows don't stop coming for the party. Brand Torek comes back the day after the kobold raid with news about Belton's wagon: it's been found with a broken axle alongside the road to Blackford, and there's no sign of the halfling having left on foot. Brand hasn't seen it himself, but he's heard from a fellow ranger about its discovery, recognized the wagon from the description, and wanted to pass the news to Myco and the PCs, as they clearly knew him best. Myco offers the adventurers a reward of 100 gold to investigate if they don't decide to on their own.

The party should be well-used to the demands of travel by now and can purchase supplies, mounts, and the like in town. Since the kobold raids however, the people of Hengeistbury consider them heroes and will give them a discount of 15% for the occasion.

## At the Wagon

Read the following when the adventurers come upon their halfling companion's wagon.

Finally you've reached it: Belton's wagon. Deep gouges in the ground show that it's been run off the road, and the front axle is in splinters. Rummynose is long gone, as are whatever supplies Belton had stashed away. A halfling-sized knife is embedded in the driver's seat, pinning a fluttering piece of gray-purple cloth with it. Wait, is that...?

All the former cultists recognize the cloth with certainty as matching that of the cloaked figure who bundled them into the covered wagon and away to mind-controlled servitude. What isn't as clear is why he's taken Belton and, most importantly, where. Any PC who hasn't recovered their memory of having been abducted does so now (though they gain no mechanical bonus from it).

Anyone that makes a DC 13 Engineering check realizes that there's no indication that Rummynose broke loose on her own. As mentioned by Brand, there's also no sign of halfling footprints anywhere about. However, a DC 10 Perception or Survival check spots the tracks of a second wagon making its way off of the road and towards the Crawley Hills. This check also reveals that Rummynose must have bolted, as her tracks run along the road as opposed to following the wagon.

## Into the Barrowdeep

At the end of the trail is a sizable mound. Read or paraphrase the following.

The trail has led you to a stone barrow, crouching at the foot of a forested hill. It once had a stacked-stone walled courtyard, but most of it has crumbled or been harvested for building material and now the area is choked with stinging nettles, thistle, and other vegetation. There is however a worn wagon path leading up to the entrance, with a very familiar covered wagon parked in front.

The barrow is literally straightforward—a path with no diverging passages starts with the small antechamber and leads straight to first the minor and then the main burial chamber, now the inner sanctum of the cult (Area #4). Several sets of stairs lead downwards that divide it up into the following sections.

### #1: Antechamber

Cultists aren't the only creatures who see the utility in tunnels: there is also an **ankheg** from a nearby colony looking for a good spot for a new queen to



## Sample Journey

Traveling from Hengistbury to Blackford is a 70 mile journey that requires either keeping on the road or traveling across the countryside of 2 regions (Holdenshire and Lanickshire).

Instead of rolling randomly to determine the events along the journey, the Narrator can use the following sample journey instead.

### COUNTRYSIDE ROUTE

#### HOLDENSHIRE

**Region:** Tier 0 Country Shire

**Activity DC:** DC 10 (advantage on Busk, Chronicle, Gossip, Harvest, Rob; expertise die on Charisma checks, always a Haven)

*Weather Roll:* 14 (rain)

*Exploration Roll:* 7 (druid monster encounter)

#### LANICKSHIRE

**Region:** Tier 1 Country Shire

**Activity DC:** DC 12 (advantage on Busk, Chronicle, Gossip, Harvest, Rob, expertise die on Charisma checks, always a Haven)

*Weather Roll:* 3 (clear day)

*Exploration Roll:* 15 (private property exploration challenge)

### ROAD ROUTE

#### HENGISTBURY TO BLACKFORD

**Region:** Tier 1 Open Road (+1 mile per hour, +8 miles per day)

**Activity DC:** DC 15

*Weather Roll:* 19 (mist)

*Exploration Roll:* 2 (travel scenery)

lay her spawn. It's hungry from its underground journey and is laying low here waiting for a meal to walk by. The monstrous insect waits 5 feet inside and 10 feet underground, waiting to explode upwards as soon as it senses a creature directly above it.

## #2: Minor Burial Chamber

There are 5 cultists clearing out a partial collapse here (caused by the ankheg in Area #1), directed by 1 cult fanatic. These people have been so single-minded in their devotion (on account of mind control) that they haven't taken proper care of themselves—they've been in this state longer than the adventurers and are suffering from 2 levels of fatigue because of it. Anyone that makes a DC 12 Medicine or Survival check confirms this.

Adventurers can make DC 13 Insight checks to realize that these people have been mind controlled, likely in the same fashion as the party themselves were. Now is a good time for the Narrator to remind the PCs that an attacker who reduces a creature to 0 hit points with a melee attack may choose to knock their target out instead of kill them. Otherwise, the cultists and cult fanatics zealously fight to the death.

The adventurers can also make a DC 13 Nature check to deduce that this damage was indeed caused by the ankheg. On a result of 15 or more they realize that this means that an ankheg colony is soon going to be on the move.

## #3: The Landing

There are no cultists here but there are clear signs of their work, poor as it is. In fact they may have even done more harm than good. Best walk carefully or the whole place might come down!

Upon seeing the damage, any adventurer who wishes to reroll the Nature check from Area #2 may do so.

### POORLY-REPAIRED TUNNEL

#### 0TH TIER (CONSTRUCTED)

**Challenge** 2 (450 XP); **DC** 13/14

**Area** Immediate

This tunnel has suffered some damage and though repairs have been made its structure is not entirely stable.

*Trap.* This trap can be detected by a passive Perception of 13 or with a Perception check to

notice the construction. If the trap is not detected, it automatically triggers a critical failure.

#### POSSIBLE SOLUTIONS

Only one check is needed to circumvent this exploration challenge. Finding and using the precise route the cultists themselves used is the most straightforward answer, requiring each adventurer to make a DC 13 Acrobatics check. Alternatively, a DC 14 Engineering check can be made to prop up the ceiling and effectively disarm the trap.

*Critical Failure:* The adventurers trigger the trap, causing chunks of earth and stone to rain down. Each creature in the area makes a Dexterity saving throw, taking 10 (2d8) bludgeoning damage on a failure, or half damage on a success. Failure on the saving throw also causes a level of fatigue.

*Failure:* The party triggers the trap, causing chunks of earth and stone to rain down. Each creature in the area makes a Dexterity saving throw, taking 10 (2d8) bludgeoning damage on a failure, or half damage on a success.

*Success:* The PCs avoid or disarm the trap.

*Critical Success:* The adventurers avoid or disarm the trap but have the option to leave the trap active for someone else to deal with.

## #4: Inner Sanctum

Orfrain Cassar was the one responsible for obtaining "initiates" for the cult in Northminster and has come out to the Crawley Hills to start his own branch. He's heard of the original cult's fall and has since been "recruiting", with the plan to infest or mind control his captives once the khalkos he's been paracitized with is fully grown (though of course he personally will be quite dead by then). When the adventurers reach this room, read or paraphrase the following.

The main burial chamber has been converted to an inner sanctum, set up with makeshift pews and an altar that make it look like a cruder version of the complex you all woke up in not so long ago. Standing behind the altar is a dark-robed figure who turns slowly, gradually revealing the golden-wing sigil emblazoned across its front.

## Sample Journey

Traveling from the site of Belton's broken wagon into the Crawley Hills is a 20 mile journey.

Instead of rolling randomly to determine the events along the journey, the Narrator can use the following sample journey instead.

### BELTON'S WAGON TO CRAWLEY HILLS

**Region:** Tier 1 Rolling Grassland

**Activity DC:** DC 12.

*Weather Roll:* 4 (clear day)

*Exploration Roll:* 19 (social encounter)

Attempts have been made to hide the wagon's progress, calling for an additional Survival check to stay on the trail.

*Critical Failure:* The party loses 3 hours backtracking and encounter an **ankheg**.

*Failure:* The adventurers lose 3 hours backtracking.

*Success:* The PCs track the wagon successfully.

*Critical Success:* The party are able to shave 3 hours off of their journey by expertly following the trail.

"Well if it isn't our little lost lambs, come back to the fold. How lovely," he says with a beatific smile. "Don't worry, our master left me a gift so that I could start my own family. Stay, let me share it with you and we'll be one again."

Distantly, from a smaller burial chamber to the figure's right, comes a clamor of voices—among them is Belton's. "Get me out of this hellhole!"—and is that Captain Crestveil yelling that this is a trap?

Orfrain will not initiate combat, but he does expect the PCs to join his cult and wait patiently to be infected. If this offer is flatly refused or if the party attacks, he flies into a rage. He's not alone here, either—5 **cultists** are in the smaller burial chamber to his left and join the fray as soon as the fight begins. At the beginning of his first round of combat Orfrain perishes in spectacular fashion, allowing a **khalkos spawn** to emerge from the gore (he otherwise uses the statistics of a **cult fanatic**)

and take its own turn as though it had just used half its movement to stand up from being prone.

Suddenly Ofrain begins to scream, clutching his head and crying ecstatically "It's come! Finally it can come forth and spread its—" but he's cut off as his skull cracks with a sickening sound. His body falls to the floor with a lifeless thump, a humanoid wasp-like creature pulling itself out of what remains and chittering hungrily.

### #5: Holding Cells

This area has been crudely converted from a set of small tombs to a set of holding cells. Five unfortunate victims (**commoners**) as well as Belton and Captain Crestveil are being held here.

### #6: Sleeping Chambers

This is where the cultists have been getting sleep (what little they've been able to, anyhow.) Even Ofrain himself has been staying here amongst the same ratty bedrolls as his "followers".

**Treasure.** Between the grateful captives and the treasures of the cult, the PCs find a *bag of holding*, a citrine statue of a khalkos (worth 50 gold), a gold necklace with the cult's wing symbol (worth 75 gold), and 100 gold coins.

### Bag of Holding

*Wondrous item, uncommon (cost 500 gp)*

**Crafting Components:** Phase spider silk

This bag's interior space is significantly larger than its apparent size of roughly 2 feet at the mouth and 4 feet deep. The bag can hold up to 500 pounds and has an internal volume of 64 cubic feet.

Regardless of its contents, it weighs 15 pounds. Retrieving an item from the bag requires an action. If you have never interacted with a specific bag of holding before, the first time you use it, it requires 1d4 rounds to take stock of its contents before anything can be retrieved from the bag.

Food or water placed in the bag immediately and permanently lose all nourishing qualities—after being in the bag, water no longer slakes thirst and food does not sate hunger or nourish. In a similar fashion, the body of a dead creature placed in the bag cannot be restored to life by *revivify*, *raise dead*, or other similar magic. Breathing creatures inside the bag can survive for up to 2d4 minutes divided by the number of creatures (minimum 1 minute), after which time they begin to suffocate.

The bag cannot hold any item that would not fit in a normal bag of its apparent size or any item with the Bulky quality.

If the bag is punctured, torn, or otherwise structurally damaged, it ruptures and is destroyed, and the contents are scattered throughout the Astral Plane.

Placing a *bag of holding* inside another extradimensional storage device such as a *portable hole* or *handy haversack* results in planar rift that destroys both items and pulls everything within 10 feet into the Astral Plane. The rift then closes and disappears.

## THE TRUTH WILL SET YOU FREE

Having seen the true nature of the cult he has been so ardently tracking, Captain Crestveil concedes to the adventurers that he believes their previous claims of innocence regarding his sister's death. He plans to return to Northminster, calling off the search as he goes and having all wanted posters of the PCs removed. While he doesn't have it on him, he does offer each member of the party half of the reward posted for their capture—namely 50 gold—as reward for having put down Ofrain Cassar and ending the threat he posed. The adventurers are welcome to this reward on their next visit to Northminster, where the captain offers to treat them to dinner as an additional show of his appreciation.

Belton of course is ecstatic to see the party again, saying, "I knew you were a good lot. And more than that now, aren't ya? Heroes is more like it by my thinking!" He is also begrudgingly offered a pardon by Tariq for his part in their escape from

# Barrowdeep



Northminster weeks ago, albeit with the resigned air of someone who knows the halfling is going to go right back to smuggling.

Finally, any mind control victims that survive regain consciousness, bewildered and horrified by their surroundings. Much like the PCs, they've lost all memories from the past month and plead with the party for answers and advice.

## WHAT COMES NEXT?

The adventure intended to pick up where *Memories of Holdenshire* leaves off is *To Slay A Dragon*, which returns to Hengistbury and involves the kobolds acting on their true plan of kidnapping Ariadne Torek. There are a few different hooks that can bring the PCs back to Hengistbury, including escorting Belton (after back-to-back

excitement he's decided to take a load off for a few weeks and is keen to hire someone to track down Rummynose), helping the surviving cultists regain their own memories, the bonds they've formed with the town's various NPCs, and of course the Autumn Festival, depending on how the adventurers want to spend their downtime. If there's another adventure that the party would like to pursue, consider using the memory recovery mechanic as a way to have them investigate elsewhere.

In either case, thank you for experiencing this introduction to *Level Up* and its mechanics! If this has piqued your interest, there's a whole line of adventures in Hengistbury (in the *To Save A Kingdom* adventure path) and still more to discover in *Level Up*!

## APPENDIX A

# THE JOURNEY

At the heart of exploration is the journey, or the story that happens while the adventurers travel from origin to destination. Before a journey, the party sets their travel pace, or how fast they'd like to go.

## NAVIGATION

When the adventurers have a map there is little chance of them getting lost. The mystery lies in the time it takes them to reach their destination, and the challenges that they face along the way.

## Travel Pace

Adventurers can travel at a normal, fast, or slow pace, which determines the distance they cover in a day of travel (see **TABLE: TRAVEL PACE**).

**Fatigue.** Creatures suffering from two or more levels of fatigue cannot travel faster than at a normal pace. Creatures suffering from three or more levels of fatigue cannot travel faster than at a

slow pace. Creatures suffering from four or more levels of fatigue cannot travel faster than a crawl.

**TABLE: TRAVEL PACE**

PACE	MINUTE	HOUR	DAY	EFFECT
Crawl	50 ft.	½ miles	4 miles	Advantage on Survival checks to cover tracks.
Slow, Wagon	200 ft.	2 miles	16 miles	—
Normal	300 ft.	3 miles	24 miles	Unable to use Stealth
Fast, Mounted	400 ft.	4 miles	32 miles	–5 penalty to passive Perception and disadvantage on Perception checks
Gallop	800 ft.	8 miles*	—	Disadvantage on Survival checks to track

\* A mount can only travel at gallop speed for 1 hour each day. Otherwise it travels at the fast/mounted pace.

## Mounts and Pack Animals

Mounts such as riding horses can only travel for about an hour a day at the gallop pace listed in Table: Travel Pace. While mounts and pack animals may be useful on a journey, they are also a responsibility—each mount requires its own Supply, may have difficulty traveling in different kinds of environments, and can become a liability during certain exploration challenges. For example, it may be difficult to lead a mount through a swampy area or have it traverse a landslide.

## Resting and Havens

While on a journey, adventurers are only able to recover from fatigue or strife on a long rest when they have access to a **haven**. A haven is a place to get a meal and a full night's sleep without the reasonable risk of attack or harm from the elements. For example, an inn is considered a haven, but a campsite where adventurers must take turns keeping watch through the night is not. Some spells and class features may create havens.

## Tracking Supply

Mundane consumable items like food and water are simplified into a single item called **Supply**. When an adventurer gains access to food and water, they can add Supply to their inventory.

- 1 Supply consists of enough combined food and water to sustain a Medium-sized creature for a day.
- A creature can carry a number of Supply equal to its Strength score in addition to the rest of its gear.
- Whenever a creature takes a long rest, it must consume a Supply. If it does not, it gains a level of fatigue.

When adventurers run out of Supply while journeying, they can access more in a few ways. Some journey activities allow adventurers to forage for more food and water. Boons and discoveries, which are common rewards for exploration

challenges, may lead to more Supply. As a last resort, the party may need to take a detour to the nearest town, find a wandering merchant, or even abandon the journey and head home.

## Vehicles

Not all travel is done by foot or hoof. Vehicles are used by many adventurers to help travel the vast distances of the world.

*Land Vehicles.* Wagons and carts are unable to go faster than a slow pace, but some land vehicles can choose at which pace to move. Stealth cannot be used while journeying in a land vehicle, and they require a DC 13 land vehicle check every day spent traveling at a fast pace. On a failure, the vehicle suffers a malfunction (see **Malfunctions** on page 21).

## REGIONS

A region is an area of the world, defined geographically by its physical features. It might be a vast forest or a sandy desert, or it might be a snow-tipped mountain range or a stretch of underground caverns. Regions are often—but not always—named areas on the map. Regions are important building blocks of the world, and each region has its own properties and encounter tables.

## Weather

Each region contains a short list of randomly generated weather options. These are generally limited to non-extreme weather conditions, including clear, overcast, mist, rain, and snow, and are purely descriptive tools to help the Narrator set the scene—they do not affect the adventurers. More extreme weather events are treated as exploration challenges (see page 63) and include phenomena like blizzards, dense fogs, hail storms, sandstorms, tornados, thunderstorms, and more.

Roll a d20 for weather once for each region. In the winter season, add 5 to the roll.

## Bigger Tables!

*Level Up: Trials & Treasure* has an even larger chapter for exploration that covers all tiers of play from 1st level all the way to 20th with more region types as well as a much bigger selection of evocative travel scenery and social encounters. In order to keep this starter module adventure-sized, the tables in *Memories of Holdenshire* are much smaller.

## Encounters

Each region the adventurers travel through will include one or more encounters. The Narrator decides how many encounters the party has.

Encounters include four categories: exploration challenges, monsters, social encounters, and travel scenery. It is important that the players do not know which type of encounter they've stumbled into—it should be introduced to them narratively. That chill feeling might be mere scenery, but it might be the sign of some kind of undead spirit, or it might foreshadow a weather event.

Each region presents encounter tables which include all four encounter types. The Narrator can roll on these tables, choose an option, or introduce something new.

Along a journey the Narrator should employ a mix of combat encounters, social encounters, exploration challenges, and travel scenery. Exploration challenges, which are detailed later in this appendix, have assigned tiers and challenge ratings that correspond to adventurers' levels. It is assumed that high-level adventurers are able to pass tier 1 exploration challenges without much effort, but a tier 4 exploration challenge poses a major threat.

Ultimately how many encounters adventurers have while traveling is at the discretion of the Narrator, but in general it's recommended that the party has at least one encounter (combat, exploration, or social) in every region they journey through to make it memorable. Some regions

are going to have more encounters than other regions—either because they are tumultuous, the area plays an important part in the campaign, or they are large in size—and the types of encounters the party might have in a given region are listed in its Exploring table. Depending on the needs of the game and campaign setting, the types of encounters, frequency of encounters, and difficulty of certain journey activities might be different.

All creatures on the following tables appear in Appendix B: Random Encounter Monsters.

### Belton's Wagon to Crawley Hills, North Riding

**Region:** Tier 1 Rolling Grassland

These regions are filled with farmsteads interspersed by large swathes of gentle wilderness and the occasional grove of trees. If there are any paths they are only used by locals and not very well maintained.

**Weather.** 1–8 clear, 9–12 overcast, 13–16 rain, 17–19 mist, 20–25 snow.

**Journey Activities.** Adventurers gain advantage on checks made to Chronicle, Gossip, Harvest, and Rob.

**TABLE: ROLLING GRASSLANDS EXPLORING TIER 1**

D10	ENCOUNTER	TYPE
1–2	Travel scenery	Page 61
3	Bandit captain	Monster
4	Bridge of stones	Exploration
5	Goblin boss or goblin warlock	Monster
7	Pests	Exploration
8	Thunderstorm	Exploration
9–10	Social encounter	Page 62

## Halfpoint, Hengistbury or Thornbury

**Region:** Tier 1 Urban Township (tier 0 for Hengistbury or Thornbury)

Filled with polite and simple folk living industrious lives, these rural towns are centers of commerce and where most of the nearby region's artisans ply their trades.

**Weather.** 1–8 clear, 9–12 overcast, 13–16 rain, 17–19 mist, 20–25 snow.

**Breakable Surroundings.** A critical failure on a Strength or Dexterity check results in destruction of property, angering the owner of said property.

**Journey Activities.** Adventurers gain an expertise die on checks made to Busk or Rob.

**TABLE: URBAN TOWNSHIP EXPLORING TIER 0**

D10	ENCOUNTER	TYPE
1–2	Travel scenery	Page 61
3	Apprentice mage	Monster
4	Cutthroat	Monster
5	Hail storm	Exploration
6	Giant rat	Monster
7	Haze	Exploration
8	Thug	Monster
9–10	Social encounter	Page 62

**TABLE: URBAN TOWNSHIP EXPLORING TIER 1**

D10	ENCOUNTER	TYPE
1–2	Travel scenery	Page 61
3	Bandit captain	Monster
4	Commoner mob	Monster
5	Collapsing roof	Exploration
6	Pugilist	Monster
7	Thug	Monster
8	Pests	Exploration
9–10	Social encounter	Page 62

## Hengistbury to Blackford, Lanickshire to Holdenshire

**Region:** Tier 1 Open Roads

These roads are maintained with taxes collected from the regions that use them, and all manner of folk tread upon them on their way from or to homesteads, towns, and locations of note.

**Weather.** 1–8 clear, 9–12 overcast, 13–16 rain, 17–19 mist, 20–25 snow.

**Fast Travel.** Adventurers move one mile per hour faster when traveling along open roads.

**TABLE: OPEN ROADS EXPLORING TIER 1**

D10	ENCOUNTER	TYPE
1–2	Travel scenery	Page 61
3	Awakened tree	Monster
4	Bandit captain	Monster
5	Pests	Exploration
6	Ghoul	Monster
7	Goblin boss or goblin warlock	Monster
8	Thunderstorm	Exploration
9–10	Social encounter	Page 62





## Holdenshire, Lanickshire

**Region:** Tier 1 Country Shire (tier 0 for Holdenshire)

Idyllic glades, worked fields, and quaint homes mark out these areas. The lives of people here are nearly free of conflict and any greater struggle than dealing with pests damaging crops, seeing to the next harvest, or spats between neighbors.

**Weather.** 1–8 clear, 9–12 overcast, 13–16 rain, 17–19 mist, 20–25 snow.

**Journey Activities.** Adventurers gain advantage on checks made to Busk, Chronicle, Gossip, Harvest, and Rob.

**Friendly Locals.** Adventurers gain an expertise die on Charisma checks made against people local to the region.

**Haven.** The whole of this area counts as a haven. Travelers can always recover from fatigue and strife when taking a long rest, even when camping.

TABLE: COUNTRY SHIRE EXPLORING TIER 0

D10	ENCOUNTER	TYPE
1–3	Travel scenery	Page 61
4	Badger	Monster
5	Bridge of stones	Exploration
6	Giant badger	Monster
7	Scarecrow	Monster
8	Haze	Exploration
9–10	Social encounter	Page 62

TABLE: COUNTRY SHIRE EXPLORING TIER 1

D10	ENCOUNTER	TYPE
1–2	Travel scenery	Page 61
3	Ankheg	Monster; page 86
4	Bridge of stones	Exploration
5	Bandit captain	Monster
6	Ghoul	Monster
7	Pests	Exploration
8	Thunderstorm	Exploration
9–10	Social encounter	Page 62

## Weirwood

**Region:** Tier 1 Feywood

Ancient trees fill this forest, their leaves filtering the sun's light and masking the mystery that pervades the woods. Signs of fey and other children of nature are everywhere, and many say their presence gives the area a sense of magic all its own.

**Weather.** 1–15 clear, 16–19 mist, 20–25 rain.

**Fey Promises.** When an adventurer breaks a promise made in a Feywood they suffer a level of strife.

**Natural Camouflage.** Adventurers gain an expertise die on Stealth checks.

**Journey Activities.** When making a check to Hunt and Gather, an adventurer rolls with advantage.

**TABLE: FEYWOOD EXPLORING TIER 1**

D10	ENCOUNTER	TYPE
1	Travel scenery	Page 61
2	Bridge of stones	Exploration
3	Awakened tree	Monster
4	Dryad	Monster
5	Pests	Exploration
6	Fey knight	Monster
7	Owlbear	Monser
8	Quicksand	Exploration
9	Sprite	Monster
10	Social encounter	Page 62

## Journey Activities

Adventurers have the option to participate in activities while traveling in order to pick up some extra resources, improve the conditions of their journey, or learn more about the world around them.

**Difficulty Class.** The DC of a journey activity is based on the region's tier: tier 0—DC 10, tier 1—DC 12, tier 2—DC 14, tier 3—DC 16, tier 4—DC 18. Depending on the region, some journey activities are made with either advantage or disadvantage. For example, the Scout journey activity in a tier 2 Blasted Badlands is DC 14 and the check is made with advantage.

**Experienced Travelers.** The Busk and Rob journey activities are most profitable for novice adventurers, but experienced travelers can sometimes pick out a mark carrying confidential materials instead of gold, and nobles seek out performers of note wherever they might be. Additionally, when an adventurer is attempting to gather a specific component of 100 gold or less with Gather Components, they can roll with disadvantage, finding it on a success.

**Modifying DC.** The Narrator can raise the DC on a journey activity based on extenuating circumstances. Here are some suggestions for how to modify a journey activity's difficulty class:

- **Inclement Weather (+2)** may impede an adventurer's ability to search for things with the Scout activity, or lead to fewer people on the road (making the Busk and Rob activities more difficult).
- **Multitasking (+3)**, such as attempting a journey activity while trying not to be discovered, may make it harder to attempt the check.
- **Hostile Territory (+4)** may make it difficult to interact with the locals, impeding a check made to Busk or Gossip. It may be dangerous to stop, so taking the Pray activity or using Scout is harder to do.

## Level Up

Adventurers choose how long (in days) to engage in an activity, making a single check for that duration, and many activities grant additional rewards based on the time spent doing them. For example, when using the Busk activity, a PC gains gold for each day they perform that activity. An adventurer is free to divide their travel across a region into different activities, performing each for a number of days. When determining how many days the adventurer is undertaking an activity for, count the total number of days and roll once, even if those days are not consecutive.

When making an ability check for a journey activity, an adventurer may achieve a success or a failure, or a critical success or a critical failure, each with a different outcome.

### Befriend Animal

An adventurer can make friends with a wild animal (a beast with a challenge rating equal to or less than 1/3rd the party's total level) by succeeding on an Animal Handling check.

**Critical Failure.** The adventurer scares or angers the animal, which attacks them.

**Failure.** The adventurer is unable to befriend the animal.

**Success.** The adventurer befriends one animal. The animal follows the party through the region until it spots danger. Adventurers can assume that when the animal runs off that something dangerous is following them or hidden nearby. The adventurer who befriended the creature can then make a Perception check contested by the hidden creature's Stealth check in order to spot the danger.

**Critical Success.** As a success, but the animal also leads the adventurer to a Boon or Discovery. Additionally, the adventurer gains advantage on their Perception check to spot a hidden danger. Only one such boon can be gained per region.

### Busk

Adventurers can entertain passersby with a successful Acrobatics, Athletics, or Performance check.

**Note:** To perform this journey activity, the party must be in a populated area such as a Country Shire, Open Roads, or an Urban Township.

**Critical Failure.** Passersby steal 3d4 gold from the adventurer.

**Failure.** The adventurer earns no money.

**Success.** The adventurer gains 1 gold per day of travel plus 1 gold for each point they beat the DC by.

**Critical Success.** The adventurer gains 2 gold per day of travel plus 1 gold for each point they beat the DC by, and one passerby gifts them with a random magical item worth 50 gold or less. Only one such gift can be earned per region.

### Chronicle

An adventurer that spends their time writing down observations of local landmarks, recording various customs, or charting a map can make a History check.

**Critical Failure.** The adventurer slips, falls, or otherwise bumbles during the journey, destroying their journaling scrolls or the book they were writing in.

**Failure.** The adventurer fails to record anything of note or value.

**Success.** The adventurer gains an expertise die on future History or Survival checks made within or about the region.

**Critical Success.** As a success, and the adventurer discovers a Boon or Discovery about the region. Only one such boon can be gained per region.

### Cook

By acting as the party's cook and quartermaster, with a Survival check an adventurer can help ensure that everybody remains fed.

**Critical Failure.** For every two creatures being fed, the Supply requirement to feed them is increased by 1 Supply.

**Failure.** The cooking is adequate, but has no special effects.

**Success.** For every 4 creatures being fed, the Supply requirement to feed them is reduced by 1

Supply (up to a maximum number of creatures equal to twice the adventurer's proficiency bonus).

**Critical Success.** As a success, and each creature being fed gains one additional hit die to spend on each day they are fed by the adventurer.

## Cover Tracks

While moving at a slow pace, an adventurer can cover the party's tracks with a Survival check so that it is harder for pursuers to follow. The adventurer's Survival check result is the DC for any pursuer's Survival check to track them.

**Critical Failure.** The party leaves an obvious trail, and their pursuers gain a day's worth of travel covering the distance between them for each day spent doing this journey activity.

**Failure.** The party leaves a trail, and their pursuers continue to harass them.

**Success.** The party manages to put an extra day between themselves and their pursuers for each day spent doing this journey activity.

**Critical Success.** The party lose their pursuers.

## Entertain

With a successful Performance check an adventurer can help keep the party's spirits high. Each party member can only benefit from this journey activity once per week.

**Critical Failure.** The adventurer's performance is so bad that the party gains a level of strife.

**Failure.** The party is not entertained.

**Success.** The next time the adventurer or an ally would suffer a level of strife, they do not.

**Critical Success.** The adventurer and any allies each recover one level of fatigue or strife. This benefit can only be gained by each adventurer once per week.

## Gather Components

Adventurers that gather supplies useful for the material components of spellcasting can make an Arcana or Nature check.

**Critical Failure.** The adventurer accidentally picks components about to decay or rot, destroying

1d4 gold worth of their own material components before realizing it.

**Failure.** The adventurer finds no components.

**Success.** The adventurer finds 1d4 gold worth of components per day, plus 1 gold worth of components for each point they beat the DC by.

**Critical Success.** The adventurer finds 2d4 gold worth of components per day, plus 1 gold worth of components for each point they beat the DC by.

## Gossip

Success on an Investigation or Persuasion check tells an adventurer the local news and rumors.

**Critical Failure.** The party learns a false rumor.

**Failure.** The party gains no rumor.

**Success.** The Narrator reveals an engaging rumor or tidbit that could lead the party on a new sidequest or support the main plot of the campaign.

**Critical Success.** As a success, and local gossip leads the party to a Boon or Discovery.

## Harvest

An adventurer that succeeds on a Medicine or Nature check finds plants to refill a healer's satchel.

**Critical Failure.** The adventurer accidentally picks plants about to decay or rot, destroying 1 use of their healer's satchel realizing it.

**Failure.** The adventurer finds no plants.

**Success.** The adventurer finds plants to refill 1 use of a healer's satchel.

**Critical Success.** As a success, and the adventurer finds plants which duplicate the effects of a *potion of healing*. This benefit can only be gained once per week.

Alternatively, an adventurer can choose to make an herbalism kit check or poisoner's kit check (detailed in *Level Up: Trials & Treasure*).

## Hunt and Gather

It's often fruitful for an adventurer to track and kill game, or forage for food and water, along the road with a Survival check.

**Critical Failure.** The adventurer gains toxic Supply, and the entire party suffers a level of fatigue.

## Level Up

**Failure.** The adventurer gains no Supply.

**Success.** The adventurer gains 1 Supply per day spent doing this journey activity.

**Critical Success.** The adventurer gains double the Supply.

### Pray

While traveling many choose to connect with deities and spirits. An adventurer makes a Religion check.

**Critical Failure.** The gods are displeased. Each party member discovers that 1 Supply has spoiled.

**Failure.** The gods do not listen.

**Success.** The adventurer receives a blessing, gaining an expertise die on the next ability check they make in this region.

**Critical Success.** The entire party gains an expertise die on their next ability checks made in this region, and the gods lead the adventurer to a Boon or Discovery.

### Rob

Adventurers can force others into handing over their coins with a successful Intimidation check, or pickpocket travelers with a successful Sleight of Hand check. To perform this journey activity, the party must be in a populated area such as a Country Shire, Open Roads, or Urban Township. This journey activity usually takes a week to complete.

**Critical Failure.** A potential victim turns out to be a rival adventuring party of similar capabilities and a fight ensues.

**Failure.** No gold is gained.

**Success.** The adventurer gains 1d4 gold per week of travel. When this journey activity is done in fewer than 7 days, the adventurer instead gains half as much gold (minimum 1 gold).

**Critical Success.** As a success, and the adventurer gains a magic item worth 100 gold or less. This benefit can only be gained once per region.

### Scout

An adventurer roams at a distance from the party, seeking vantage points to look ahead.

**Note:** This journey activity may only be performed once per region.

**Critical Failure.** The adventurer gets lost and suffers a level of fatigue before returning to the party.

**Failure.** The adventurer learns nothing useful.

**Success.** The party automatically learns which regions adjoin the current region.

**Critical Success.** As a success, and the adventurer finds a handy path. The party gains half a day's travel for each day spent doing this journey activity.

### Track

A designated tracker can ensure that the party remains on the trail of their prey with a Survival check. This check is opposed by the Survival check of the creature being tracked if it is attempting to hide its tracks, or the region's journey activity DC if it is not.

**Critical Failure.** The party loses their prey.

**Failure.** The party falls back an extra day between themselves and their prey for each day spent doing this journey activity.

**Success.** The party continues to follow their prey.

**Critical Success.** The adventurer finds an obvious trail, and the party gains a day's worth of travel covering the distance between them and their prey for each day spent doing this journey activity.

## Travel Scenery

The world is a fascinating place and across their journeys the adventurers are bound to see some things that are interesting or extraordinary yet pose no threat or danger. Narrators can use travel scenery to heighten the sense of adventure and mystery, introduce new quests, or tweak them to help guide a wayward party back to an important task they've left unfinished.

The table below is a much abbreviated version of the table in *Level Up: Trials & Treasure*.

**TABLE: TRAVEL SCENERY**

D20	TRAVEL SCENERY
1	A flock of birds wheels and dives in the air, staying within sight for most of the day.
2	A great flying creature such as a dragon or wyvern passes overhead.
3	A friendly stray dog accompanies the adventurers for a while.
4	A shallow grave with notice atop it which reads, " <i>This is the fate of thieves and liars.</i> "
5	An oversized rusted greatsword embedded in a stone.
6	A wooden stick clearly marks the site of a buried object.
7	A large statue of a well-known god or hero overlooks the route.
8	A riderless horse, still saddled, walks down the road.
9	Distant and strange lights flash and move in the sky.
10	An obelisk or stone pillar etched with eldritch runes.
11	A rare plant is found, though any herbal concoctions it might be used in are the purvey of only expert alchemists.
12	An unusual quiet falls—all is still, the animals remain silent, and no wind disturbs the air.
13	The air becomes suddenly chill, even in the height of summer.
14	An empty wooden chest clearly pulled from the hole in the ground next to it.
15	A set of wards constructed at a crossroads purporting to keep fiends away.
16	A carved statue of such exquisite quality that it looks as though it was a living person turned to wood. If removed it becomes brittle and quickly loses its details.
17	A pool of water which seems to be impossibly clean and clear.
18	A herd of pegasi flies overhead.
19	Ancient monument commemorating an armistice that combines the aesthetics of two different peoples.
20	A shrubbery.

## Social Encounters

Social encounters can be randomly rolled along with monster encounters and exploration challenges. The Narrator should embellish the encounters as needed, and should feel free to reject any which are not suitable for the current environment.

The table below is a much abbreviated version of the table in *Level Up: Trials & Treasure*.

**TABLE: RANDOM SOCIAL ENCOUNTERS**

D20	SOCIAL ENCOUNTER
1	A knight looking for her lost love.
2	A squad of guards who think that the adventurers are evil or ne'er-do-wells.
3	A noble retinue which demands the party stand aside.
4	A dying warrior with a dire warning.
5	A group of children curious about the way the adventurers look.
6	An apprentice wizard seeking willing participants for testing spells.
7	A wineseller drunk on his own wares.
8	A procession bearing the corpse of a famous knight home.
9	A cheerful bard who won't be quiet.
10	A cleric who tries to convert the adventurers to their religion.
11	A pair of halflings on their own epic quest.
12	An elderly wizard traveling to a fair where they can display their fireworks.
13	A down-on-their-luck adventurer who tries to sell the party some of their gear.
14	An archeologist digging for lost treasure.
15	A group of monks on a pilgrimage to a holy shrine.
16	A hungry beggar offering information in exchange for food.
17	A saddled horse with a few crossbow bolts stuck in its hide and harness, its rider nowhere to be seen.
18	A group of low-level bandits who know better than to mess with the party.
19	A foppish and condescending noble who looks down his nose at adventurers.
20	A gnome putting their finishing touches on some construction of esoteric and frightening design.

## Boons and Discoveries

When the adventurers overcome a great obstacle or are triumphant in the face of a difficult struggle they deserve to be rewarded. Boons and discoveries are a different way for Narrators to reward the party, and although they sometimes result in coin or an enchanted trinket, their greater purpose is to make journeys all the more memorable.

When the party gains a boon or discovery, the Narrator can invent one or roll on this much abbreviated table from *Level Up: Trials & Treasure*.

### Animal Boons

Animals which accompany the adventurers typically do so for as long as they remain in this region. The animal assists in combat, uses its senses and other abilities to aid the adventurers, and if large enough will allow the adventurers to use it as a mount. When bloodied, a boon animal flees.

A boon animal does not generally possess intelligence greater than those of a regular animal of its type, but there is a 50% chance that an animal understands basic commands and engages in crude attempts at communication.

Flying animals such as birds are especially good at warning adventurers of impending danger, and additionally grant advantage on ability checks made to avoid being surprised.

The Narrator is encouraged to invent colorful or thematic ways for the animal to be introduced, such as a cat thankful for inadvertently protecting its kittens from danger or an eagle that witnessed the party drive a predator away from its nest.

### Follower Boons

A boon follower typically remains with the party until they leave the current region. More information on followers (including those that come with strongholds and how to hire them!) can be found in the *Level Up Core Rulebook*.

## Herb and Medicinal Discoveries

These plants must be prepared before use, which requires 1 hour and a DC 10 Intelligence (Nature) check.

## Exploration Challenges

Some exploration challenges are straightforward sequences like crossing a rickety bridge, escaping a patch of quicksand, or bypassing a dangerous trap. Others involve prevailing against massive snowstorms, negotiating supernatural phenomena, or traversing seas of sandy dunes.

This adventure contains a small handful of the over 70 Exploration Challenges in *Level Up: Trials & Treasure*.

### Tiers

An adventuring party should be expected to trivially overcome exploration challenges from a lower tier of play. While the exploration challenge might be narrated in order to give more flavor to the journey, there is no need to individually run lower-tier exploration challenges.

### Challenge

Exploration challenges have challenge ratings, much like monsters do, which helps the Narrator to determine appropriate encounters for the party and how much experience is rewarded for an exploration challenge successfully overcome.

Each exploration challenge also includes two Difficulty Classes. The first is used when individual ability checks or saving throws are being made, and the second is used for group checks.

### Area

Sometimes an entire region is an exploration challenge (like arctic expanses, demanding deserts, or turbulent seas), and other exploration challenges might just be for the immediate vicinity. Each exploration challenge includes a suggested size and the typical time to traverse it at a normal pace, but the Narrator should use a map of the world the



**TABLE: STARTER BOONS AND DISCOVERIES**

D20	TYPE	BOON OR DISCOVERY
1	Animal	A cat accompanies the adventurers for the rest of this region.
2	Animal	An eagle accompanies the adventurers for the rest of this region.
3	Animal	A wolf accompanies the adventurers for the rest of this region.
4	Blessing	Something the party did not intend frees a trapped spirit or undoes an ancient curse, granting each of them good fortune for 1 week. While an adventurer has good fortune, the next time they roll a natural 1 on a d20 they reroll the die, expending their good fortune.
4	Blessing	One of the adventurers gets bitten by an insect that leaves a wound in a geometric shape which won't go away. The next time they fail a Wisdom saving throw against a spell, they succeed instead and the bite mark disappears.
6	Blessing	Butterflies follow the party. If an adventurer holds out a finger, a butterfly lands on it and they gain an expertise die on their next saving throw. Once 1d4+1 butterflies have granted this boon the rest disappear.
7	Follower	The party meets a traveling trade caravan or circus which journeys with them, sharing their meals in exchange for help on the road and the security offered in numbers.
8	Follower	A friendly nature spirit takes a liking to the party and leads them towards safe paths with pleasant smells or other signs or wards them away from danger with bad odors or noises. While in this region, the adventurers gain an expertise die on Survival checks made to find their way.
9	Herb and Medicinal	1d6 doses of yewclaw which can be prepared to make dried yewclaw bark.
10	Herb and Medicinal	1 dose of antitoxin.
11	Herb and Medicinal	A rare combination of plants which form a single basic healing potion.
12	Route	The adventurers discover a shortcut, reducing their journey time by 1 day (to a minimum of 1 day).
13	Secret	Letter containing a piece of information that would be very valuable in the right hands.
14	Secret	One of the adventurers receives a dream with information about an item, locale, or creature they've been seeking.
15	Secret	The adventurers uncover an ancient stone carving that has a prophecy etched out in an obscure language, and when deciphered it reveals something useful for their current quest.
16	Shelter	The adventurers come across a homestead belonging to a married couple of halfling ranchers. They offer to sell common supplies to the party (none of which has a cost greater than 10 gold).
17	Supply	The adventurers find Supply equal to 1d4 + 1 Supply per adventurer.
18	Treasure	The adventurers stumble across a bag filled with coins and gems worth a total of 4d12+20 gold.
19	Other	The uniform of local law enforcement or security, or the raiments of a local religious sect—perfect for disguises.
20	Other	Unbroached cask of a rare gnomish mead worth 150 gold.

TABLE: EXPLORATION CHALLENGE SIZES

AREA	SIZE	CRAWL (1 MPH)	SLOW/WAGON (2 MPH)	NORMAL (3 MPH)	FAST/MOUNTED (4 MPH)	GALLOP (8 MPH)
Immediate	Up to 1 mile	Less than 1 hour	Less than 1 hour	Less than 1 hour	Less than 1 hour	Less than 1 hour
Local	Up to 3 miles	6 hours	1 ½ hours	1 hour	1 hour	Less than 1 hour
Intermediate	Up to 10 miles	2 days	5 hours	3 hours	2 hours	1 hour
Greater	Up to 30 miles	1 week	2 days	1 day	6 hours	4 hours
Region	Varies	Varies	Varies	Varies	Varies	Varies

game is set in to determine the appropriate area for any exploration challenge.

**Immediate.** This exploration challenge affects the immediate area around the party; it's likely about 100 feet or so across, but is almost certainly under 1 mile. It takes less than 1 hour to traverse at normal pace.

**Local.** This exploration challenge is up to 3 miles (1 league) across, and takes 1 hour to traverse at normal pace.

**Intermediate.** This exploration challenge is up to 10 miles across and takes 3 hours to traverse at normal pace.

**Greater.** This is the distance a party can usually walk in a day at normal pace, and is up to 30 miles across.

**Region.** This exploration challenge covers the entire region that the party is currently traveling in. Its exact size depends on the size of the region.

## Running Exploration Challenges

Exploration challenges are designed to be free-form, allowing the Narrator a great deal of latitude when adjudicating them. The exploration challenges in this book contain guidelines to assist the Narrator in this task, but they are not meant to be binding or constraining.

Each entry details the various traits of the exploration challenge, what its effects are, and what the outcome of certain ability checks or actions might be.

**Suggested Solutions.** Each exploration challenge contains one or more example ways to resolve it. Players are encouraged to come up with inventive solutions, and a clever idea or an appropriate expenditure of a spell or resource can be rewarded with success, or with advantage on one or more checks made.

**Travel Time.** Many exploration challenges include effects which are dependent on the amount of time spent overcoming them, such as the periodic eruptions in an acid field or the deadly damage of intense cold. The party's travel pace (see page 52; normal travel pace is 3 miles per hour, slow is 2 miles per hour, and fast is 4 miles per hour) and the exploration challenge's size should be established as normal in order to determine how long the adventurers remain in the area. Some exploration challenges affect the party's travel pace, or are affected by the pace at which the party moves.

**Outcomes.** Each exploration challenge also lists some possible outcomes. These outcomes are graded into four categories, from critical failures up to critical successes (see the Exploration Challenges: Success and Failure sidebar). It is entirely up to the Narrator which outcome the adventurers qualify for, depending on the actions they take. An inventive solution might immediately qualify them for a critical success, as might a group check in which everybody succeeds, and a critical failure might be triggered by a disastrous decision, but the Narrator ultimately decides what the

## Exploration Challenges: Success and Failure

The outcomes of exploration challenges range from the very worst results to the very best.

**Critical Failure.** A disastrous decision or action, a group check in which everybody fails, or a single check which results in a critical failure. This often results in penalties such as fatigue or strife, time, or loss of Supply. No experience is gained.

**Failure.** A bad decision or action, a group check in which half or less of the party succeed, or a single check which results in a failure. This often results in penalties such as loss of Supply or time. No experience is gained.

**Success.** An appropriate solution, a group check in which more than half the party succeed, or a single check which results in a success. The party gains experience.

**Critical Success.** An optimal solution, a group check in which the whole party succeeds, or a single check which results in a critical success. The party gains experience, and often a boon or discovery.

outcome of an exploration challenge is and what rewards are granted or penalties accrued.

Some results—especially when a group check has been made—may affect the entire party, while others may affect only a single adventurer. The Narrator should determine who is affected based on the actions being taken.

Failing an exploration challenge does not halt the journey, but it does usually mean that the adventurers suffer some kind of penalty. Typical penalties include the loss of time or Supply, or gaining fatigue or strife, while rewards include discoveries and boons, as well as experience.

**Avoiding.** At the Narrator's discretion, some exploration challenges might be avoided by backtracking and taking a different route; if the party chooses to do this, they will typically lose some travel time and will not earn any experience for the exploration challenge, but they do not have to face it. The time to avoid an exploration

challenge is equal to quadruple the time it would normally take to traverse the area.

**Telling a Story.** Exploration challenges are designed to be inserted seamlessly into an adventure. The Narrator should never announce that an exploration challenge is in progress, or present the players with a list of options or potential actions.

### BRIDGE OF STONES

0TH TIER (TERRAIN)

**Challenge** 2 (450 XP); **DC** 14/13

**Area** Immediate (less than 1 hour)

A fast-flowing 150-foot wide river is crossable only by a series of slick, unstable stepping stones. The river isn't especially deep, but the current is strong. Any adventurer or mount that falls in is carried 30 feet downstream at the end of each of their turns.

**Boulders.** An Athletics check can be made to lift and brace one of the boulders, granting advantage to checks made to cross the river (or, if a rope is already tied, to gain an expertise die).

**Nature.** A Nature check reveals that the waters will be lower tomorrow and crossing will be less hazardous. Crossing at that time triggers an automatic success.

**Ropes.** Checks to cross the bridge are made with advantage if a rope is tied across the river.

#### POSSIBLE SOLUTIONS

Make a group Acrobatics check to cross the bridge.

**Critical Failure:** The adventurers fall into the water, losing a day's worth of travel and 2 (1d4) Supply.

**Failure:** Each adventurer that fails the check falls into the water and loses 1 Supply.

**Success:** The adventurers cross safely.

**Critical Success:** The adventurers leave the bridge safer for those who come after, and they discover a gift or clue leading to something important left for them whenever they return. The adventurers find a boon or make a discovery.

### COLLAPSING ROOF

1ST TIER (CONSTRUCTED)

**Challenge** 5 (1,800 XP); **DC** 15/14

**Area** Immediate (less than 1 hour)

A thin wire sits 3 feet off the ground, connected to a structure that holds up a weak portion of

a ceiling. When something trips the wire, that structure falls and the ceiling on top of it collapses.

**Trap.** This trap can be detected by a passive Perception of 14 or with a Perception check to notice the construction. If the trap is not detected, it automatically triggers a critical failure.

#### POSSIBLE SOLUTIONS

Only one check is needed to circumvent this challenge.

Rolling or sliding an object heavy enough (30 pounds or more) to trip the wire will cause the roof to collapse safely. Alternatively, an Engineering check can be made to prop up the ceiling or a thieves' tools check to disarm the trap.

**Critical Failure:** The adventurers trigger the trap, causing the ceiling to collapse. Each creature in the area makes a Dexterity saving throw, taking 22 (4d10) bludgeoning damage on a failure, or half damage on a success. Failure on the saving throw also causes a level of fatigue.

**Failure:** The adventurers trigger the trap, causing the ceiling to collapse. Each creature in the area makes a Dexterity saving throw, taking 22 (4d10) bludgeoning damage on a failure, or half damage on a success.

**Success:** The adventurers avoid or disarm the trap.

**Critical Success:** The adventurers avoid or disarm the trap but have the option to leave the trap active for someone else to deal with.

### HAIL STORM

#### 0TH TIER (WEATHER)

**Challenge** 1 (200 XP); **DC** 13/13

**Area** Region (time varies)

Giant lumps of ice and other particles are falling from the sky, making travel slower and more dangerous. It might be better to wait this one out, but finding shelter in this weather is also difficult.

#### POSSIBLE SOLUTIONS

The party can make a group Constitution check to tough out the storm. A Survival check enables them to find a safe place to wait out the storm, but they lose a full day of travel.

**Critical Failure:** The party is pelted by the hail, taking 5 (2d4) bludgeoning damage at the end of every hour they travel. Each adventurer also suffers one level of fatigue and travel time is doubled through the storm's area.

**Failure:** The adventurers are pelted by the hail, each

suffering one level of fatigue.

**Success:** The adventurers successfully avoid being damaged by the storm.

**Critical Success:** The adventurers successfully avoid the storm and also discover something useful as they fight through the dangerous weather. The adventurers find a boon or make a discovery.

### HAZE

#### 0TH TIER (WEATHER)

**Challenge** ¼ (50 XP); **DC** 12/10

**Area** Local (1 hour)

A thin fog blankets the area. It's possible the haze originates from smoke, low-lying clouds, or other natural events.

**Hazy Vision.** The maximum range of any sight-based senses is 60 feet. In addition, Perception checks are made with disadvantage, and all passive scores (including passive Perception) are reduced by 5.

**Spell Solve.** The haze can be temporarily blown away by the casting of a *gust of wind* spell, giving the adventurers advantage on checks made against it.

#### POSSIBLE SOLUTIONS

A group Survival check allows the party to navigate the haze.

**Critical Failure:** The party gets terribly lost, losing 4 (1d4+2) hours of travel time, and one adventurer suffers a level of fatigue when the haze causes them to take a hurtful fall.

**Failure:** The adventurers lose 2 (1d4) hours in the haze.

**Success:** The adventurers find pockets of clear sight within the haze and move through the haze at normal speed.

**Critical Success:** The adventurers travel unhindered through the area of haze. The adventurers find a boon or make a discovery.

### PESTS

#### 1ST TIER (CREATURES)

**Challenge** 5 (1,800 XP); **DC** 15/14

**Area** —

A nasty horde of bugs has broken into the party's provisions and are eating them all up! The insects need to be dealt with quickly or desperate times are imminent.

### POSSIBLE SOLUTIONS

An Animal Handling check drives the pests away or a Nature check locates a tastier treat to lure the pests away.

*Critical Failure:* All of the party's food and water are ruined and each adventurer loses their entire Supply.

*Failure:* Each adventurer loses 2 (1d4) Supply to the pests.

*Success:* The adventurers deal with the pests without losing any Supply.

*Critical Success:* The adventurers deal with the pests without losing any Supply. The adventurers find a boon or make a discovery.

### QUICKSAND

#### 1ST TIER (TERRAIN)

**Challenge** 4 (1,100 XP); **DC** 15/14

**Area** Local (1 hour)

Suddenly the ground gives way and in a matter of seconds everyone is knee or waist-deep in dirt, muck, and sand!

*Rescue.* An Acrobatics or Athletics check made within the first two rounds can pull a creature free from the quicksand.

*Spell Solve.* Spells that shape stone or earth can render the quicksand stable, granting advantage on checks made to escape.

*Turn-Based Action.* If any of the adventurers are caught in the quicksand, they become grappled and at the beginning of each of their turns the quicksand sucks them in further. At the beginning of an adventurer's second turn they become restrained, at the beginning of their third turn they are unable to use their arms at all, and at the end of their fourth turn they become totally submerged and must hold their breath or suffocate.

*Up and Away.* The use of *fly*, *levitate*, *rope trick*, or similar magic triggers a critical success.

### POSSIBLE SOLUTIONS

Navigating the quicksand requires a group Acrobatics or Survival check.

*Critical Failure:* Any adventurers who failed their check are caught in the quicksand. In addition, they lose 4 (2d4) Supply each and gain a level of fatigue.

*Failure:* Each adventurer loses 2 (1d4) Supply in the struggle to get through the muck.

*Success:* The adventurers make it through, filthy but

unharmmed.

*Critical Success:* The adventurers find the body of an unlucky traveler in the quicksand, their pack waterproofed and containing 5 (1d4+3) Supply that's been well-preserved.

### THUNDERSTORM

#### 1ST TIER (WEATHER)

**Challenge** 3 (700 XP); **DC** 14/13

**Area** Greater (1 day)

A blinding bolt of light strikes the ground followed by deafening rolling thunder. The torrential rain soaks everything, fills concavities, and turns dust to mud. Flash flooding is imminent.

*Slippery.* Deluges of rain turn the area into difficult terrain.

*Violent Weather.* The thunderstorm's effects spread across the landscape in a 20-mile radius, filling the area with high winds, rain, and lightning strikes. Adventurers can only hear sounds within 30 feet of them (except for loud, explosive noises). In addition, every 1d10 hours a randomly determined adventurer makes a Dexterity saving throw, taking 14 (4d6) lightning damage on a failure, or half damage on a success.

### POSSIBLE SOLUTIONS

The party can make an Engineering check to hastily construct improvised shelter or a group Survival check to push through the storm and endure the elements.

*Critical Failure:* The party loses 1 day of travel time in the thunderstorm, and each adventurer suffers a level of fatigue.

*Failure:* The party loses 7 (3d4) hours of travel time in the thunderstorm.

*Success:* The party pushes through the worst of the thunderstorm after 5 (2d4) hours of travel.

*Critical Success:* The party pushes through the worst of the thunderstorm after just 3 (1d6) hours of travel. The adventurers find a boon or make a discovery..



## APPENDIX B

# RANDOM ENCOUNTER MONSTERS

The likelihood of combat erupting against wandering monsters may be slightly higher than when the party comes across fellow humanoids, but there are many other ways for these situations to resolve. Not all these creatures are terribly smart and all of them might be tricked, some are motivated by strange things or engage in behaviors the adventurers find unfamiliar, and they can be avoided as well through a bit of magic, awareness, guile, or stealth.

### ACOLYTE

MEDIUM HUMANOID

### CHALLENGE 1/4

50 XP

**AC** 10

**HP** 11 (2d8+2; bloodied 5)

**Speed** 30 ft.

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

**Proficiency** +2; **Maneuver DC** 10

**Skills** Medicine +4, Religion +2 (+1d4)

**Senses** passive Perception 12

**Languages** any one

**Spellcasting.** The acolyte is a 2nd level spellcaster. Their spellcasting ability is Wisdom (spell save DC 12, +4 to hit with spell attacks). They have the following cleric spells prepared:

Cantrips (at will): *light, sacred flame, thaumaturgy*  
1st level (3 slots): *bless, cure wounds, sanctuary*

### ACTIONS

**Club.** *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 2 (1d4) bludgeoning damage.

**Sacred Flame (Cantrip; V, S).** One creature the acolyte

## Level Up

can see within 60 feet makes a DC 12 Dexterity saving throw, taking 4 (1d8) radiant damage on a failure. This spell ignores cover.

**Bless (1st level; V, S, M, Concentration).** Up to three creatures within 30 feet add a d4 to attack rolls and saving throws for 1 minute.

**Cure Wounds (1st level; V, S).** The acolyte touches a willing living creature, restoring 6 (1d8+2) hit points to it.

### ALCHEMIST

MEDIUM HUMANOID

### CHALLENGE 6

2,300 XP

AC 14 (padded cloth)

HP 91 (14d8+28; bloodied 45)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	16 (+3)	14 (+2)	19 (+4)	14 (+2)	13 (+1)

Proficiency +3; Maneuver DC 14

Saving Throws Dex +6, Con +5, Wis +5

Skills Arcana +7 (+1d4), Investigation +7, Nature +7 (+1d6), Perception +5

Damage Resistances fire, poison

Senses passive Perception 15

Languages any four

**Alchemy Schooling.** The alchemist gains their proficiency bonus and an expertise die (+1d6) on checks made with alchemist's supplies.

**Crafting.** So long as the alchemist has the required components and equipment, they are able to craft potions of up to legendary rarity and other magic items of up to very rare rarity.

**Potion Crafter.** The alchemist has the following potions on hand:

*Potion of climbing:* For 1 hour, the drinker gains a climb speed equal to its Speed and has advantage on Athletics checks made to climb.

*Potion of greater healing (3):* Restores 14 (4d4+4) hit points.

*Potion of superior healing:* Restores 28 (8d4+8) hit points.

*Potion of water breathing:* For 1 hour, the drinker can breathe underwater.

### ACTIONS

**Multiattack.** The alchemist attacks twice with their dagger.

**Dagger. Melee or Ranged Weapon Attack:** +6 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 5 (1d4+3) piercing damage plus 10 (3d6) poison damage.

**Bomb (3/Day).** The alchemist lobbs a bomb at a point they can see within 80 feet. Upon impact, the bomb explodes in a 10-foot radius. Creatures in the area make a DC 15 Dexterity saving throw, taking 24 (7d6) fire damage on a failure or half damage on a success.

#### BONUS ACTIONS

**Alter Bomb.** The alchemist quickly swaps reagents to change the damage dealt by their next bomb to acid, cold, lightning, poison, or thunder.

**Potion.** The alchemist drinks or administers a potion.

#### REACTIONS

**Desperate Drink (1/Day, While Bloodied).** When the alchemist is dealt damage, they drink a potion.

### APPRENTICE MAGE CHALLENGE 1/2

MEDIUM HUMANOID

100 XP

AC 10

HP 11 (2d8+2; bloodied 5)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 10

Skills Arcana +4 (+1d4), History +4

Senses passive Perception 10

Languages any one

**Spellcasting.** The apprentice mage is a 2nd level spellcaster. Their spellcasting ability is Intelligence (spell save DC 12, +4 to hit with spell attacks). They have the following wizard spells prepared:

Cantrips (at will): *fire bolt*, *light*, *prestidigitation*

1st level (3 slots): *detect magic*, *magic missile*, *shield*

#### ACTIONS

**Dagger.** *Melee or Ranged Weapon Attack:* +2 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 2 (1d4) piercing damage.

**Fire Bolt (Cantrip; V, S).** *Ranged Spell Attack:* +4 to hit, range 120 ft., one target. *Hit:* 5 (1d10) fire damage.

**Magic Missile (1st level; V, S).** Three glowing arrows fly from the mage simultaneously, unerringly hitting up to 3 creatures within 120 feet. Each arrow deals 3 (1d4+1) force damage.

#### REACTIONS

**Shield (1st level; V, S).** When the mage is hit by an attack or targeted by *magic missile*, they gain a +5 bonus to AC (including against the triggering attack) and immunity to *magic missile*. These benefits last until the start of their next turn.

### ARCHMAGE

MEDIUM HUMANOID

### CHALLENGE 11

7,200 XP

AC 12 (15 with *mage armor*)

HP 117 (18d8+36; bloodied 58)

Speed 30 ft.

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

Proficiency +4; Maneuver DC 14

Saving Throws Int +9, Wis +7

Skills Arcana +9 (+1d8), Insight +7, History +9, Perception +7

Damage Immunities psychic (with *mind blank*)

Condition Immunities charmed (with *mind blank*)

Senses passive Perception 17

Languages any four

**Foresight.** When the *foresight* spell is active, the archmage can't be surprised and has advantage on ability checks, attack rolls, and saving throws. In addition, other creatures have disadvantage on attack rolls against the archmage.

**Mind Blank.** When the *mind blank* spell is active, the archmage is immune to psychic damage, any effect that would read their emotions or thoughts, divination spells, and the charmed condition.

**Spellcasting.** The archmage is an 18th level spellcaster. Their spellcasting ability is Intelligence (spell save DC 17, +9 to hit with spell attacks). The archmage can cast *shield* at level 1 and *alter self* at level 2 without expending a spell slot. They have the following wizard spells prepared:

Cantrips (at will): *fire bolt*, *light*, *mage hand*, *message*, *prestidigitation*

1st level (4 slots): *detect magic*, *identify*, *mage armor*, *shield*

2nd level (4 slots): *alter self*, *detect thoughts*, *suggestion*

3rd level (3 slots): *counterspell*, *lightning bolt*, *sending*

4th level (3 slots): *confusion*, *hallucinatory terrain*, *locate creature*

5th level (3 slots): *cone of cold*, *mislead*, *scrying*

6th level (1 slot): *globe of invulnerability*, *true seeing*

7th level (1 slot): *teleport*

8th level (1 slot): *mind blank*

9th level (1 slot): *foresight*

#### ACTIONS

**Dagger.** *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4+2) piercing damage.



# Level Up

**Fire Bolt (Cantrip; V, S).** Ranged Spell Attack: +9 to hit, range 120 ft., one target. *Hit:* 22 (4d10) fire damage.

**Lightning Bolt (3rd level; V, S, M).** A bolt of lightning 5 feet wide and 100 feet long arcs from the archmage. Each creature in the area makes a DC 17 Dexterity saving throw, taking 28 (8d6) lightning damage on a failure or half damage on a success.

**Confusion (4th level; V, S, M, Concentration).** Each creature within 10 feet of a point the archmage can see within 120 feet makes a DC 17 Wisdom saving throw, becoming rattled until the end of its next turn on a success. On a failure, a creature is confused for 1 minute. The target repeats the saving throw at the end of each of its turns, ending the effect on itself on a success.

**Cone of Cold (5th level; V, S, M).** Frost blasts from the archmage in a 60-foot cone. Each creature in the area makes a DC 17 Constitution saving throw, taking 36 (8d8) cold damage on a failure or half damage on a success.

**Mislead (5th level; S, Concentration).** The archmage becomes invisible for 1 hour. At the same time, an illusory copy of the archmage appears in their space. The archmage can use an action to move the copy up to 60 feet and have it speak or gesture. The copy is revealed as an illusion with any physical interaction, as solid objects and creatures pass through it. The archmage can use a bonus action to switch between their copy's senses or their own; while using their copy's senses, the archmage's body is blind and deaf.

**Globe of Invulnerability (6th-Level; V, S, M, Concentration).** A glimmering, 10-foot-radius sphere appears around the archmage. It remains for 1 minute and doesn't move with the archmage. Any 5th level or lower spell cast from outside the sphere can't affect anything inside the sphere, even if cast with a higher level spell slot. Targeting something inside the sphere or including the sphere's space in an area has no effect on anything inside.

**Teleport (7th-Level; V).** The archmage teleports to a location they are familiar with on the same plane of existence.

## REACTIONS

**Counterspell (3rd level; S).** When a creature the archmage can see within 60 feet casts a spell, the archmage attempts to interrupt it. If the creature is casting a 2nd level spell or lower, the spell fails. If the creature is casting a 3rd level or higher spell, the archmage makes an Intelligence check against a DC of

10 + the spell's level. On a success, the spell fails, and the spellcasting creature can use its reaction to try to cast a second spell with the same casting time so long as it uses a spell slot level equal to or less than half the original spell slot. If the archmage casts *counterspell* with a higher spell slot, the interrupted spell fails if its level is less than that of *counterspell*.

**Shield (1st level; V, S).** When the archmage is hit by an attack or targeted by *magic missile*, they gain a +5 bonus to AC (including against the triggering attack) and immunity to *magic missile*. These benefits last until the start of their next turn.

## AWAKENED TREE

HUGE PLANT

## CHALLENGE 2

450 XP

AC 13 (natural armor)

HP 51 (6d12+12; bloodied 25)

Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	6 (-2)	14 (+2)	10 (+0)	10 (+0)	8 (-1)

Proficiency +2; Maneuver DC 14

Damage Vulnerabilities fire

Damage Resistances bludgeoning, piercing

Senses passive Perception 10

Languages one language known by its creator

**False Appearance.** While motionless, the tree is indistinguishable from a normal tree.

## ACTIONS

**Slam.** Melee Weapon Attack: +6 to hit, reach 10 ft., one target. *Hit:* 14 (3d6+4) bludgeoning damage.

## BADGER

TINY BEAST

## CHALLENGE 0

10 XP

AC 10

HP 3 (1d4+1; bloodied 1)

Speed 20 ft., burrow 5 ft.

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

Proficiency +2; Maneuver DC 10

Senses darkvision 30 ft., passive Perception 11

Languages —

**Keen Smell.** The badger has advantage on Perception checks that rely on smell.

## ACTIONS

**Bite.** Melee Weapon Attack: +2 to hit, reach 5 ft., one target. *Hit:* 1 piercing damage. If this damage would reduce a Small or larger target to 0 hit points, the target takes no damage from this attack.

**BANDIT** **CHALLENGE 1/8**

MEDIUM HUMANOID 25 XP

AC 12 (padded leather)

HP 9 (2d8; bloodied 4)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 11

Senses passive Perception 10

Languages any one

**ACTIONS****Scimitar.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) slashing damage.**Light Crossbow.** *Ranged Weapon Attack:* +2 to hit, range 80/320 ft., one target. *Hit:* 4 (1d8) piercing damage.**BANDIT CAPTAIN** **CHALLENGE 3**

MEDIUM HUMANOID 700 XP

AC 15 (padded leather)

HP 65 (10d8+20; bloodied 32)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	16 (+3)	14 (+2)	14 (+2)	12 (+1)	14 (+2)

Proficiency +2; Maneuver DC 13

Saving Throws Con +4, Dex +5

Skills Athletics +4, Deception +4, Intimidation +4 (+1d4), Stealth +5, Survival +3

Senses passive Perception 11

Languages any two

**ACTIONS****Multiattack.** The bandit captain attacks twice with their scimitar and once with their dagger, or throws two daggers.**Scimitar.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 6 (1d6+3) slashing damage.**Dagger.** *Melee or Ranged Weapon Attack:* +5 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 5 (1d4+3) piercing damage.**REACTIONS****Parry.** If the bandit captain is wielding a melee weapon and can see their attacker, they add 2 to their AC against one melee attack that would hit them.**BOAR** **CHALLENGE 1/4**

MEDIUM BEAST 50 XP

AC 11 (natural armor)

HP 11 (2d8+2; bloodied 5)

Speed 40 ft.

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

Proficiency +2; Maneuver DC 11

Senses passive Perception 10

Languages —

**Relentless (1/Day).** If the boar takes 5 or less damage that would reduce it to 0 hit points, it is instead reduced to 1 hit point.**ACTIONS****Tusk.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) slashing damage. If the boar moves at least 20 feet straight towards the target before the attack, the attack deals an extra 3 (1d6) slashing damage and the target makes a DC 11 Strength saving throw, falling prone on a failure.**COMMONER** **CHALLENGE 0**

MEDIUM HUMANOID 10 XP

AC 10

HP 4 (1d8; bloodied 2)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)

Proficiency +2; Maneuver DC 10

Skills any one +2 (+1d4)

Senses passive Perception 10 (14 if proficient)

Languages any one

**ACTIONS****Club.** *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 2 (1d4) bludgeoning damage.**Stone.** *Ranged Weapon Attack:* +2 to hit, range 10/30 ft., one target. *Hit:* 2 (1d4) bludgeoning damage.**COMMONER MOB** **CHALLENGE 2**

HUGE GROUP OF MEDIUM HUMANOIDS 700 XP

AC 10

HP 45 (10d8; bloodied 27)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)	10 (+0)

Proficiency +2; Maneuver DC 10

Damage Resistances bludgeoning, piercing, slashing

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

Senses passive Perception 10

Languages any one

**Area Vulnerability.** The mob takes double damage from any effect that targets an area.

## Level Up

**Mob Dispersal.** When the mob is reduced to 0 hit points, it turns into 5 (1d6+2) commoners.

**Mob.** The mob is composed of 10 or more commoners. If it is subjected to a spell, attack, or other effect that affects only one target, it takes any damage but ignores other effects., and it cannot be targeted by a spell that targets fewer than 10 creatures. It can share its space with Medium or smaller creatures or objects. The mob can move through any opening large enough for one Medium creature without squeezing.

### ACTIONS

**Clubs.** *Melee Weapon Attack:* +2 to hit, reach 5 ft., up to two targets. *Hit:* 10 (4d4) bludgeoning damage, or half damage if the mob is bloodied.

**Stones.** *Ranged Weapon Attack:* +2 to hit, range 10/30 ft., up to three targets. *Hit:* 10 (4d4) bludgeoning damage, or half damage if the mob is bloodied.

### CULTIST

MEDIUM HUMANOID

### CHALLENGE 1/8

25 XP

AC 12

HP 9 (2d8; bloodied 4)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	124(+2)	10 (+0)	10 (+0)	10 (+0)	10 (+0)

**Proficiency** +2; **Maneuver DC** 11

**Skills** Deception +2, Religion +2

**Senses** passive Perception 10

**Languages** any one

**Fanatic.** The cultist has advantage on saving throws against being charmed or frightened by creatures not in their cult.

### ACTIONS

**Dagger.** *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4+2) piercing damage.

### CULT FANATIC

MEDIUM HUMANOID

### CHALLENGE 2

450 XP

AC 12

HP 39 (6d8+12; bloodied 19)

Speed 30 ft.

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

**Proficiency** +2; **Maneuver DC** 12

**Saving Throws** Wis +4

**Skills** Deception +4, Persuasion +4, Religion +2

**Senses** passive Perception 12

**Languages** any one

**Fanatic.** The cult fanatic has advantage on saving throws against being charmed or frightened.

**Spellcasting.** The cult fanatic is a 4th level spellcaster. Their spellcasting ability is Wisdom (spell save DC 12, +4 to hit with spell attacks). They have the following cleric spells prepared:

- Cantrips (at will): *light, sacred flame, thaumaturgy*
- 1st level (4 slots): *ceremony, command, detect evil and good, inflict wounds*
- 2nd level (3 slots): *blindness/deafness, hold person*

### ACTIONS

**Dagger.** *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4+2) piercing damage.

**Sacred Flame (Cantrip; V, S).** One creature the cult fanatic can see within 60 feet makes a DC 12 Dexterity saving throw, taking 4 (1d8) radiant damage on a failure. This spell ignores cover.



**Command (1st level; V, S).** One living creature the cult fanatic can see within 60 feet that can hear and understand them makes a DC 12 Wisdom saving throw. On a failure, the target uses its next turn to grovel (falling prone and then ending its turn).

**Inflict Wounds (1st level; V, S).** *Melee Spell Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 16 (3d10) necrotic damage.

**Blindness/Deafness (2nd level; V).** One creature the cult fanatic can see within 30 feet makes a DC 12 Constitution saving throw. On a failure, the creature is blinded or deafened (cult fanatic's choice) for 1 minute. The creature repeats the saving throw at the end of each of its turns, ending the effect on a success.

**Hold Person (2nd level; V, S, M, Concentration).** One humanoid the cult fanatic can see within 60 feet makes a DC 12 Wisdom saving throw. On a failure, the target is paralyzed for 1 minute, repeating the saving throw at the end of each of its turns, ending the effect on a success.

## CUTTHROAT CHALLENGE 1

MEDIUM HUMANOID 200 XP

AC 12

HP 27 (6d8; bloodied 13)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 12

Saving Throws Dex +4, Wis +4

Skills Deception +5, Insight +4, Investigation +3, Perception +4, Persuasion +5, Stealth +4

Senses passive Perception 16

Languages any two

**Sneak Attack (1/Turn).** The cutthroat deals an extra 7 (2d6) damage when they hit with a weapon attack while they have advantage on the attack, or when the cutthroat's target is within 5 feet of an ally of the cutthroat while the cutthroat doesn't have disadvantage on the attack.

### ACTIONS

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

**Hand Crossbow.** *Ranged Weapon Attack:* +4 to hit, range 30/120 ft., one target. *Hit:* 5 (1d6+2) piercing damage.

### BONUS ACTIONS

**Cunning Action.** The cutthroat takes the Dash, Disengage, Hide, or Use an Object action.

**Rapid Attack.** The cutthroat attacks with their shortsword.

## DRAFT HORSE CHALLENGE 1/4

LARGE BEAST 50 XP

AC 10

HP 22 (3d10+6; bloodied 11)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10 (+0)	14 (+2)	2 (-4)	10 (+0)	6 (-2)

Proficiency +2; Maneuver DC 14

Senses passive Perception 10

Languages —

### ACTIONS

**Hooves.** *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 3 (1d6) bludgeoning damage.

## DRUID CHALLENGE 2

MEDIUM HUMANOID 450 XP

AC 11 (16 with *barkskin*)

HP 39 (6d8+12; bloodied 19)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 11

Saving Throws Str +2, Wis +4

Skills Animal Handling +4, Medicine +4, Nature +3 (+1d6), Perception +4

Senses passive Perception 14

Languages Druidic plus any two

**Spellcasting.** The druid is a 4th level spellcaster. Their spellcasting ability is Wisdom (spell save DC 12, +4 to hit with spell attacks). They have the following druid spells prepared:

Cantrips (at will): *druidcraft*, *produce flame*, *shillelagh*  
 1st level (4 slots): *entangle*, *longstrider*, *speak with animals*, *thunderwave*  
 2nd level (3 slots): *animal messenger*, *barkskin*

### ACTIONS

**Shillelagh (True Form Only).** *Melee Spell Attack:* +4 to hit, reach 5 ft, one target. *Hit:* 6 (1d8+2) magical bludgeoning damage.

**Bite (Medium or Large Beast Form Only).** *Melee Weapon Attack:* +4 to hit, reach 5 ft, one target. *Hit:* 11 (2d8+2) piercing damage.

**Beast Form.** The druid transforms into a Large or smaller beast or back into their true form. While in beast form, they retain their game statistics, can't cast spells, and can't speak. The druid's Speed increases by 10 feet, and when appropriate to their beast form they gain climb, fly, or swim speeds of 40 feet. Any equipment the druid is wearing or wielding merges into their new form.

# Level Up

**Produce Flame (Cantrip; V, S).** Ranged Spell Attack: +4 to hit, range 30 ft, one target. *Hit:* 4 (1d8) fire damage.

**Entangle (1st level; V, S, Concentration).** Vines erupt in a 20-foot square centered on a spot on the ground within 120 feet. The area is difficult terrain for 1 minute. Each creature in the area when the spell is cast makes a DC 12 Strength saving throw. On a failure, it is restrained by vines. A creature restrained in this way can use its action to make a Strength check (DC 12), freeing itself on a success.

**Thunderwave (1st level; V, S).** Thunder rolls from the druid in a 15-foot cube. Each creature in the area makes a DC 12 Constitution saving throw. On a failure, a creature takes 9 (2d8) thunder damage and is pushed 10 feet from the druid. On a success, a creature takes half damage and is not pushed.

## GIANT BADGER CHALLENGE 1/4

MEDIUM BEAST 50 XP

AC 10

HP 19 (3d8+6; bloodied 9)

Speed 30 ft., burrow 10 ft.

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

Proficiency +2; Maneuver DC 11

Senses darkvision 30 ft., passive Perception 11

Languages —

**Keen Smell.** The badger has advantage on Perception checks that rely on smell.

### ACTIONS

**Bite.** Melee Weapon Attack: +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) piercing damage.

## GIANT RAT CHALLENGE 1/8

SMALL BEAST 25 XP

AC 12

HP 7 (2d6; bloodied 3)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	14 (+2)	10 (+0)	2 (-4)	10 (+0)	4 (-3)

Proficiency +2; Maneuver DC 12

Senses darkvision 60 ft., passive Perception 10

Languages —

**Keen Smell.** The rat has advantage on Perception checks that rely on smell.

**Pack Tactics.** The giant rat has advantage on attack rolls against a creature if at least one of the rat's allies is within 5 feet of the creature and not incapacitated.

### ACTIONS

**Bite.** Melee Weapon Attack: +4 to hit, reach 5 ft., one target. *Hit:* 4 (1d4+2) piercing damage.

## GUARD CHALLENGE 1/8

MEDIUM HUMANOID 50 XP

AC 15 (leather brigandine, light shield)

HP 11 (2d8+2; bloodied 5)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 11

Skills Perception +2

Senses passive Perception 12

Languages any one

### ACTIONS

**Spear.** Melee or Ranged Weapon Attack: +2 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 3 (1d6) piercing damage.

## HILL GIANT CHALLENGE 6

HUGE GIANT 2,300 XP

AC 13 (natural armor)

HP 105 (10d12 + 40; bloodied 52)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	8 (-1)	18 (+4)	6 (-2)	10 (+0)	6 (-2)

Proficiency +3; Maneuver DC 16

Saving Throws Str +8, Con +7

Senses passive Perception 10

Languages Giant

**Gullible.** The giant makes Insight checks with disadvantage.

### ACTIONS

**Multiattack.** The giant attacks twice with its greatclub.

**Greatclub.** Melee Weapon Attack: +8 to hit, reach 10 ft., one target. *Hit:* 18 (3d8 + 5) bludgeoning damage. If the target is a Medium or smaller creature, it makes a DC 16 Strength saving throw, falling prone on a failure.

**Rock.** Ranged Weapon Attack: +8 to hit, range 60/240 ft., one target. *Hit:* 26 (6d6 + 5) bludgeoning damage. If the target is a Medium or smaller creature, it makes a DC 16 Strength saving throw, falling prone on a failure. In lieu of a rock, the giant can throw a grappled Medium or smaller creature up to 30 feet. On a hit, the target and the thrown creature both take 15 (3d6 + 5) bludgeoning damage. On a miss, only the thrown creature takes the damage. The thrown creature falls

prone in an unoccupied space 5 feet from the target.

**Greatclub Sweep (1/Day, While Bloodied).** Each creature within 10 feet makes a DC 16 Dexterity saving throw. On a failure, a creature takes 18 (3d8 + 5) bludgeoning damage, is pushed 10 feet away from the giant, and falls prone.

#### BONUS ACTIONS

**Grab.** One creature within 5 feet makes a DC 10 Dexterity saving throw. On a failure, it is grappled (escape DC 16). Until this grapple ends, the giant can't grab another target, and it makes greatclub attacks with advantage against the grappled target.

### KNIGHT

### CHALLENGE 3

MEDIUM HUMANOID

700 XP

AC 18 (full plate)

HP 52 (8d8+16; bloodied 26)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 13

Saving Throws Str +5, Con +4, Wis +2

Skills Athletics +5, Perception +2

Senses passive Perception 12

Languages any two

**Brave.** The knight has advantage on saving throws against being frightened.

#### ACTIONS

**Multiattack.** The knight attacks twice with their greatsword.

**Greatsword.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 10 (2d6+3) slashing damage.

**Lance (Mounted Only).** *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 9 (1d12+3) piercing damage. If the knight moves at least 20 feet straight towards the target before the attack, they deal an extra 6 (1d12) piercing damage and the target makes a DC 13 Strength saving throw, falling prone on a failure. This attack is made at disadvantage against targets within 5 feet.

**Heavy Crossbow.** *Ranged Weapon Attack:* +3 to hit, range 100/400 ft., one target. *Hit:* 6 (1d10+1) piercing damage.

**Knightly Inspiration (1/Day).** The knight inspires creatures of their choice within 30 feet that can hear and understand them. For the next minute, inspired creatures gain an expertise die on attack rolls and saving throws. A creature can benefit from only one

Knightly Inspiration at a time, and the knight cannot target themselves.

### KOBOLD

### CHALLENGE 1/8

SMALL HUMANOID (DRAGON SERVITOR: FIRE) 25 XP

AC 12

HP 7 (3d6 - 3; bloodied 3)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	14 (+2)	8 (-1)	10 (+0)	8 (-1)	10 (+0)

Proficiency +2; Maneuver DC 12

Damage Resistances fire

Senses darkvision 60 ft., passive Perception 9

Languages Common, Draconic

**Ominous Shadow.** The kobold loses its Sunlight Sensitivity trait while within 60 feet of its master.

**Pack Tactics.** The kobold has advantage on attack rolls against a creature if at least one of the kobold's allies is within 5 feet of the creature and not incapacitated.

**Sunlight Sensitivity.** While in sunlight, the kobold has disadvantage on attack rolls, as well as on Perception checks that rely on sight.

#### ACTIONS

**Shiv.** *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 3 (1d3 + 2) piercing damage.

**Sling.** *Ranged Weapon Attack:* +4 to hit, range 30/120 ft., one target. *Hit:* 4 (1d4 + 2) bludgeoning damage.

### KOBOLD BROODGUARD CHALLENGE 2

SMALL HUMANOID (DRAGON SERVITOR: FIRE) 450 XP

AC 16 (hide armor, spiked buckler shield)

HP 44 (8d6 + 16; bloodied 22)

Speed 25 ft.

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

Proficiency +2; Maneuver DC 12

Damage Resistances fire

Senses darkvision 60 ft., passive Perception 10

Languages Common, Draconic

**Draconic Smite.** If the kobold has advantage on a melee weapon attack, the attack deals an extra 1d4 fire damage.

**Ominous Shadow.** The kobold loses its Sunlight Sensitivity trait while within 60 feet of its master.

**Pack Tactics.** The kobold has advantage on attack rolls against a creature if at least one of the kobold's allies is within 5 feet of the creature and not incapacitated.

## Level Up



**Sunlight Sensitivity.** While in sunlight, the kobold has disadvantage on attack rolls, as well as on Perception checks that rely on sight.

### ACTIONS

**Multiattack.** The kobold makes a bill hook attack and a spiked shield attack.

**Bill Hook.** *Melee Weapon Attack:* +4 to hit, reach 10 ft., one target. *Hit:* 5 (1d6 + 2) slashing damage, and if the target is a Medium or smaller creature, it makes a DC 12 Strength saving throw, falling prone on a failure.

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

**Sling.** *Ranged Weapon Attack:* +4 to hit, range 30/120 ft., one target. *Hit:* 4 (1d4 + 2) bludgeoning damage.

### REACTIONS

**Rally! (1/Day, While Bloodied).** When the kobold takes damage, it shouts a rallying cry. All kobolds within 30 feet that can hear it gain immunity to the frightened condition for 1 minute, and their next attack roll made before this effect ends deals an extra 1d4 damage.

## KOBOLD SORCERER CHALLENGE 2

SMALL HUMANOID (DRAGON SERVITOR: FIRE) 450

XP

AC 12 (15 with *mage armor*)

HP 27 (5d6 + 10; bloodied 13)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	14 (+2)	14 (+2)	10 (+0)	10 (+0)	14 (+2)

Proficiency +2

Skills Arcana +2, Intimidation +4

Damage Resistances fire

Senses darkvision 60 ft., passive Perception 10

Languages Common, Draconic

**Innate Spellcasting.** The kobold's innate spellcasting ability is Charisma (save DC 12). It can innately cast the following spells, requiring no material components:

At will: *mage hand*, *mending*

1/day each: *charm person*, *expeditious retreat*, *mage armor*

**Ominous Shadow.** The kobold loses its Sunlight Sensitivity trait while within 60 feet of its master.

**Pack Tactics.** The kobold has advantage on attack rolls against a creature if at least one of the kobold's allies is within 5 feet of the creature and not incapacitated.

**Potent Energies.** The kobold's flame bolt attack deals extra damage equal to the sorcerer's Charisma modifier (+2; included below).

**Sunlight Sensitivity.** While in sunlight, the kobold has disadvantage on attack rolls, as well as on Perception checks that rely on sight.

### ACTIONS

**Multiattack (2/day).** The kobold sorcerer makes three flame bolt attacks.

**Shiv.** *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 4 (1d4 + 2) piercing damage.

**Flame Bolt.** *Ranged Spell Attack:* +4 to hit, range 120 ft., one target. *Hit:* 7 (1d10+2) fire damage.

### BONUS ACTIONS

**Expeditious Retreat (1st level; V, S, Concentration).** When casting this spell and as a bonus action on subsequent turns for 10 minutes, the kobold sorcerer can take the Dash action.

**MINSTREL**

MEDIUM HUMANOID

**CHALLENGE 2**

450 XP

**AC** 15 (padded leather)**HP** 32 (5d8+10; bloodied 16)**Speed** 30 ft.

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

**Proficiency** +2; **Maneuver DC** 13**Saving Throws** Dex +5, Cha +5**Skills** Deception +5, Performance +5 (+1d4), Persuasion +5**Senses** passive Perception 11**Languages** any three

**Spellcasting.** The minstrel is a 5th level spellcaster. Their spellcasting ability is Charisma (spell save DC 13, +5 to hit with spell attacks). They have the following bard spells prepared:

Cantrips (at will): *light*, *mage hand*, *minor illusion*, *vicious mockery*

1st level (4 slots): *charm person*, *disguise self*, *healing word*

2nd level (3 slots): *enthrall*, *invisibility*, *shatter*

3rd level (2 slots): *hypnotic pattern*, *major image*

**ACTIONS**

**Rapier.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8 + 3) piercing damage.

**Vicious Mockery (Cantrip; V).** A creature within 60 feet that can hear the minstrel makes a DC 14 Wisdom saving throw. On a failure, it takes 7 (2d6) psychic damage and has disadvantage on the first attack roll it makes before the end of its next turn.

**Invisibility (2nd level; V, S, M, Concentration).** The minstrel, or a creature they touch, is invisible for 1 hour. The spell ends if the invisible creature attacks or casts a spell.

**Shatter (2nd level; V, S, M).** An ear-splitting ringing sound fills a 10-foot-radius sphere emanating from a point the minstrel can see within 60 feet. Creatures in the area make a DC 14 Constitution saving throw, taking 13 (3d8) thunder damage on a failed save or half damage on a success. A creature made of stone, metal, or other inorganic material has disadvantage on its saving throw. Unattended objects in the area also take the damage.

**Hypnotic Pattern (3rd level; S, M, Concentration).** A swirling pattern of light appears at a point within 120 feet. Each creature within 10 feet of the pattern that can see it makes a DC 14 Wisdom saving throw. On a

failure, the creature is charmed for 1 minute. While charmed, the creature is incapacitated and its Speed is 0. The effect ends on a creature if it takes damage or if another creature uses an action to shake it out of its daze.

**BONUS ACTIONS**

**Martial Encouragement.** Until the beginning of the minstrel's next turn, one creature within 30 feet that can hear the minstrel deals an extra 3 (1d6) damage whenever it deals weapon damage.

**Healing Word (1st level; V).** The minstrel, or a living creature within 60 ft., regains 5 (1d4+3) hit points. The minstrel can't cast this spell and a 1st level or higher spell on the same turn.

**NOBLE**

MEDIUM HUMANOID

**CHALLENGE 1/4**

50 XP

**AC** 15 (breastplate)**HP** 13 (3d8; bloodied 6)**Speed** 30 ft.

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

**Proficiency** +2; **Maneuver DC** 11**Skills** Deception +4 (+1d4), History +2, Insight +3 (+1d4), Intimidation +4, Performance +4, Persuasion +4**Senses** passive Perception 11**Languages** any two**ACTIONS**

**Rapier.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 5 (1d8+1) piercing damage.

**REACTIONS**

**Parry.** If the noble is wielding a melee weapon and can see their attacker, they add 2 to their AC against one melee attack that would hit them.

**NOVICE MAGE**

MEDIUM HUMANOID

**CHALLENGE 4**

1,100 XP

**AC** 12 (15 with *mage armor*)**HP** 52 (7d8+21; bloodied 26)**Speed** 30 ft.

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

**Proficiency** +2; **Maneuver DC** 12**Saving Throws** Int +5, Wis +3**Skills** Arcana +5 (+1d4), History +5, Investigation +5, Perception +3**Senses** passive Perception 13**Languages** any three



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**Spellcasting.** The mage is a 5th level spellcaster. Their spellcasting ability is Intelligence (spell save DC 13, +5 to hit with spell attacks). They have the following wizard spells prepared:

Cantrips (at will): *fire bolt, light, mage hand, prestidigitation*

1st level (4 slots): *detect magic, identify, mage armor, shield*

2nd level (3 slots): *alter self, misty step*

3rd level (2 slots): *counterspell, fireball*

## ACTIONS

**Dagger.** *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4+2) piercing damage.

**Fire Bolt (Cantrip; V, S).** *Ranged Spell Attack:* +5 to hit, range 120 ft., one target. *Hit:* 11 (2d10) fire damage.

**Fireball (3rd level; V, S, M).** Fire streaks from the mage to a point within 120 feet and explodes in a 20-foot radius, spreading around corners. Each creature in the area makes a DC 13 Dexterity saving throw, taking 21 (6d6) fire damage on a failed save or half damage on a success.

## BONUS ACTIONS

**Misty Step (2nd level; V).** The mage teleports to an unoccupied space they can see within 30 feet. The mage can't cast this spell and a 1st level or higher spell on the same turn.

## REACTIONS

**Counterspell (3rd level; S).** When a creature the mage can see within 60 feet casts a spell, the mage attempts to interrupt it. If the creature is casting a 2nd level spell or lower, the spell fails. If the creature is casting a 3rd level or higher spell, the mage makes an Intelligence check against a DC of 10 + the spell's level. On a success, the spell fails, and the spellcasting creature can use its reaction to try to cast a second spell with the same casting time so long as it uses a spell slot level equal to or less than half the original spell slot. If the mage casts *counterspell* with a higher spell slot, the interrupted spell fails if its level is less than that of *counterspell*.

**Shield (1st level; V, S).** When the mage is hit by an attack or targeted by *magic missile*, they gain a +5 bonus to AC (including against the triggering attack) and immunity to *magic missile*. These benefits last until the start of their next turn.

## PIXIE

TINY FEY

## CHALLENGE 1/4

50 XP

AC 15

HP 2 (1d4; bloodied 1)

Speed 10 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
2 (-4)	20 (+5)	10 (+0)	10 (+0)	12 (+1)	14 (+2)

Proficiency +2; Maneuver DC 15

Skills Perception +3, Stealth +7

Senses passive Perception 13

Languages Sylvan

**Faerie Light.** As a bonus action, the pixie can cast *dim light* for 30 feet, or extinguish its glow.

**Magic Resistance.** The pixie has advantage on saving throws against spells and magical effects.

## ACTIONS

**Thorn Dagger.** *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 10/30 ft., one target. *Hit:* 1 piercing damage.

**Faerie Blessing (3/Day).** The pixie targets a willing creature within 30 feet. The target gains one of the following abilities for 1 hour:

- The target gains truesight out to a range of 120 feet.
- The target gains the benefit of the pixie's Magic Resistance trait.
- The target speaks Sylvan.

**Faerie Curse.** The pixie targets a creature within 30 feet not already under a Faerie Curse. The target makes a DC 12 Wisdom saving throw. On a failure, the target is subjected to a special magical curse for 1 hour. The curse ends if the pixie dies or is incapacitated, the pixie or one of its allies deals damage to the target, or the pixie spends an action to end the curse. Spells such as *remove curse, dispel magic, and lesser restoration* also end the curse. If a creature makes its saving throw or the condition ends for it, it is immune to any Faerie Curse for the next 24 hours.

When the target fails its saving throw against this effect, the pixie chooses one of the following effects to impose on the target.

- The target is blinded.
- The target is charmed by the pixie.
- If the target is already charmed by the pixie, the target falls asleep. It wakes if it is shaken awake as an action or if it takes damage.
- The target's head takes on the appearance of a beast's head (donkey, wolf, etc). The target's

statistics don't change, but the target can no longer speak; it can only make animal noises.

#### BONUS ACTIONS

**Invisibility.** The pixie and any equipment it wears or carries magically turns invisible until the pixie attacks, casts a spell, becomes incapacitated, or uses a bonus action to become visible.

### PRIEST

MEDIUM HUMANOID

### CHALLENGE 2

450 XP

AC 14 (scale mail)

HP 32 (5d8+10; bloodied 16)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 11

Saving Throws Wis +5, Cha +3

Skills Medicine +5, Insight +5, Persuasion +3, Religion +3 (+1d4)

Senses passive Perception 13

Languages any two

**Spellcasting.** The priest is a 5th level spellcaster. Their spellcasting ability is Wisdom (spell save DC 13, +5 to hit with spell attacks). They have the following cleric spells prepared:

Cantrips (at will): *light*, *sacred flame*, *thaumaturgy*  
1st level (4 slots): *ceremony*, *detect evil and good*,  
*guiding bolt*, *healing word*

2nd level (3 slots): *lesser restoration*, *zone of truth*

3rd level (2 slots): *dispel magic*, *spirit guardians*

#### ACTIONS

**Mace.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) bludgeoning damage. On a hit, the priest can expend a spell slot to deal 7 (2d6) radiant damage, plus an additional 3 (1d6) radiant damage for each level of the spell slot expended above 1st.

**Sacred Flame (Cantrip; V, S).** One creature the priest can see within 60 feet makes a DC 13 Dexterity saving throw, taking 9 (2d8) radiant damage on a failure. This spell ignores cover.

**Guiding Bolt (1st level; V, S).** *Ranged Spell Attack:* +5 to hit, range 120 ft., one target. *Hit:* 14 (4d6) radiant damage and the next attack roll made against the target before the end of the priest's next turn has advantage.

**Dispel Magic (3rd level; V, S).** The priest scours the magic from one creature, object, or magical effect within 120



# Level Up

feet that they can see. A spell ends if it was cast with a 3rd level or lower spell slot. For spells using a 4th level or higher spell slot, the priest makes a Wisdom ability check (DC 10 + the spell's level) for each one, ending the effect on a success.

### **Spirit Guardians (3rd level; V, S, M, Concentration).**

Spectral forms surround the priest in a 10-foot radius for 10 minutes. The priest can choose creatures they can see to be unaffected by the spell. Other creatures treat the area as difficult terrain, and when a creature enters the area for the first time on a turn or starts its turn there, it makes a DC 13 Wisdom saving throw, taking 10 (3d6) radiant or necrotic damage (priest's choice) on a failure or half damage on a success.

### **BONUS ACTIONS**

**Healing Word (1st level; V).** The priest, or a living creature within 60 feet, regains 5 (1d4+3)

## **PUGILIST**

MEDIUM HUMANOID

## **CHALLENGE 4**

1,100 XP

AC 14 (Wisdom)

HP 75 (10d8+30; bloodied 37)

Speed 40 ft.

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

Proficiency +2; Maneuver DC 13

Saving Throws Str +5, Dex +4

Skills Athletics +5, Intimidation +2

Senses passive Perception 12

Languages any one

**Unarmored Defense.** The pugilist's AC equals 10 + their Dexterity modifier + their Wisdom modifier.

### **ACTIONS**

**Multiattack.** The pugilist attacks three times with their fists.

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

### **BONUS ACTIONS**

**Haymaker (1/Day).** The pugilist attacks with their fists. On a hit, the attack deals an extra 7 (2d6) damage.

**Head Shot (1/Day).** The pugilist attacks with their fists. On a hit, the target makes a DC 13 Constitution saving throw. On a failure, it is stunned until the end of the pugilist's next turn.

### **REACTIONS**

**Opportune Jab.** If a creature attempts to grapple the pugilist, the pugilist attacks that creature with their fists.

## **RIDING HORSE**

LARGE BEAST

## **CHALLENGE 1/4**

50 XP

AC 10

HP 19 (3d10+3; bloodied 9)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	12 (+1)	2 (-4)	10 (+0)	6 (-2)

Proficiency +2; Maneuver DC 13

Senses passive Perception 10

Languages —

### **ACTIONS**

**Hooves.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6+1) bludgeoning damage

## **SCOUT**

MEDIUM HUMANOID

## **CHALLENGE 1/2**

100 XP

AC 15 (padded leather)

HP 19 (3d8+6; bloodied 9)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 13

Saving Throws Dex +5

Skills Nature +2, Perception +4 (+1d4), Stealth +5, Survival +4

Senses passive Perception 16

Languages any one

**Keen Hearing and Sight.** The scout has advantage on Perception checks that rely on hearing or sight.

### **ACTIONS**

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

**Longbow.** *Ranged Weapon Attack:* +5 to hit, range 150/600 ft., one target. *Hit:* 7 (1d8+3) piercing damage.

## **SOLDIER**

MEDIUM HUMANOID

## **CHALLENGE 1/2**

100 XP

AC 16 (leather brigandine, medium shield)

HP 19 (3d8+6; bloodied 9)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 12

Saving Throws Str +4, Con +4

Skills Perception +2, Survival +2

Senses passive Perception 12

Languages any one

**ACTIONS**

**Spear.** *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 5 (1d6+2) piercing damage, or 9 (2d6+2) piercing damage if within 5 feet of an ally that is not incapacitated.

**Heavy Crossbow.** *Ranged Weapon Attack:* +3 to hit, range 100/400 ft., one target. *Hit:* 6 (1d10+1) piercing damage.

**BONUS ACTIONS**

**Tactical Movement.** Until the end of the soldier's turn, their Speed is halved and their movement doesn't provoke opportunity attacks.

**SPY****CHALLENGE 1**

MEDIUM HUMANOID

200 XP

AC 12

HP 27 (6d8; bloodied 13)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 12

Saving Throws Dex +4, Wis +4

Skills Deception +5 (+1d4), Insight +4, Investigation +3 (+1d4), Perception +4 (+1d4), Persuasion +5, Stealth +4

Senses passive Perception 16

Languages any two

**Sneak Attack (1/Turn).** The spy deals an extra 7 (2d6) damage when they hit with a weapon attack while they have advantage on the attack, or when the spy's target is within 5 feet of an ally of the spy while the spy doesn't have disadvantage on the attack.

**ACTIONS**

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

**Hand Crossbow.** *Ranged Weapon Attack:* +4 to hit, range 30/120 ft., one target. *Hit:* 5 (1d6+2) piercing damage.

**BONUS ACTIONS**

**Cunning Action.** The spy takes the Dash, Disengage, Hide, or Use an Object action.

**Rapid Attack.** The spy attacks with their shortsword.

**STRIDER****CHALLENGE 5**

MEDIUM HUMANOID

1,800 XP

AC 16 (padded leather)

HP 90 (12d8+36; bloodied 45)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	18 (+4)	16 (+3)	12 (+1)	18 (+4)	12 (+1)

Proficiency +3; Maneuver DC 15

Saving Throws Dex +7, Wis +7

Skills Nature +4 (+1d6), Perception +7 (+1d6), Stealth +7 (+1d4), Survival +7 (+1d6)

Senses passive Perception 20

Languages any two

**Keen Hearing and Sight.** The strider has advantage on Perception checks that rely on hearing or sight.

**Trackless Travel.** The strider can't be tracked by nonmagical means.

**Trained Accuracy.** The strider's weapon attacks deal an extra 7 (2d6) damage (included below).

**ACTIONS**

**Multiattack.** The strider attacks twice.

**Shortsword.** *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 14 (3d6+4) piercing damage.

**Shortbow.** *Ranged Weapon Attack:* +7 to hit, range 80/320 ft., one target. *Hit:* 14 (3d6+4) piercing damage.

**BONUS ACTIONS**

**Aimed Strike.** The strider gains advantage on their next attack made before the end of their turn.

**Skirmish Step.** The strider moves up to half their Speed without provoking opportunity attacks.

**THUG****CHALLENGE 1**

MEDIUM HUMANOID

200 XP

AC 14 (leather)

HP 32 (5d8+10; bloodied 16)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 13

Skills Intimidation +2

Senses passive Perception 10

Languages any one

**ACTIONS**

**Multiattack.** The thug attacks twice with their brass knuckles.

**Brass Knuckles.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 5 (1d4+3) bludgeoning damage. If this damage reduces the target to 0 hit points, it is unconscious and stable.

**Heavy Crossbow.** *Ranged Weapon Attack:* +4 to hit, range 100/400 ft., one target. *Hit:* 7 (1d10+2) piercing damage.



## VETERAN

MEDIUM HUMANOID

## CHALLENGE 3

700 XP

AC 16 (hauberk)

HP 58 (9d8+18; bloodied 29)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 13

Saving Throws Str +5, Dex +3, Con +4

Skills Athletics +5, Intimidation +2 (+1d4), Perception +2, Survival +2

Senses passive Perception 12

Languages any two

### ACTIONS

**Multiattack.** The veteran makes two melee attacks.

**Longsword.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 7 (1d8+3) slashing damage.

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

**Heavy Crossbow.** *Ranged Weapon Attack:* +3 to hit, range 100/400 ft., one target. *Hit:* 7 (1d10+2) piercing damage.

### BONUS ACTIONS

**Tactical Movement.** Until the end of the veteran's turn, their Speed is halved and their movement doesn't provoke opportunity attacks.

### REACTIONS

**Off-Hand Counter.** When the veteran is missed by a melee attack by an attacker they can see within 5 feet, the veteran makes a shortsword attack against the attacker.

## WARRIOR

MEDIUM HUMANOID

## CHALLENGE 1/8

25 XP

AC 13 (leather brigandine)

HP 11 (2d8+2; bloodied 5)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 11

Skills Athletics +3, Stealth +3, Perception +4, Survival +4

Senses passive Perception 14

Languages any one

### 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.



## APPENDIX C

# LEVEL UP: MONSTROUS MENAGERIE PREVIEW

Unlike the critters and NPCs at the start of Appendix B: Random Encounter Monsters, the entries for the following monsters are right out of *Level Up: Monstrous Menagerie* where they get special attention and detail. The hundreds of thrilling creatures within that tome each have unique Legends and Lore, as well as the signs of their presence or how they might behave (both while being observed and amidst combat), the sorts of treasure adventurers might find after the fighting is done, and the other kinds of monsters that might be nearby.

## Alignment

Few creatures have alignments in *Level Up*—only celestials, fiends, and some rare humanoids have aligned themselves with cosmic forces such as lawful good, chaotic evil, and so on.

## Ankhegs

An ankheg is a monstrous burrowing insect with ferocious mandibles. It is a scourge of settled lands, making a meal of sheep and shepherd alike.

**Burrowers Beneath.** Ankhegs prey on animals in the wild, but they observe no borders.

Because they can burrow to safety, they're hard to eradicate from settled lands. Ankheg tunnels can ruin farmlands and topple small buildings. Occasionally, their excavations turn up buried treasure or entrances to ancient dungeons.

**Plague on the Land.** In temperate lands, ankhegs often stay underground for years at a time, nurturing broods of young. After a cycle of 33 years, a region may erupt with hundreds of ravenous ankheg spawn that devour every animal for miles before burrowing underground for another 33 years of inactivity.



## Combat

The ankheg lurks 10 feet underground, waiting for its tremorsense to register movement. It bursts out, firing its acid spray and then grabbing and biting the largest target available. It flees if badly hurt, dragging away any creature it has grappled.

### ANKHEG

LARGE MONSTROSITY

### CHALLENGE 2

450 XP

**AC** 14 (natural armor), 10 while prone

**HP** 45 (6d10 + 12; bloodied 22)

**Speed** 30 ft., burrow 15 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	10 (+0)	14 (+2)	2 (-4)	14 (+2)	8 (-1)

**Proficiency** +2; **Maneuver DC** 13

**Damage Resistances** acid

**Senses** tremorsense 30 ft., passive Perception 12

**Languages** —

### ACTIONS

**Claws.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 12 (2d8 + 3) slashing damage. If the target is a Medium or smaller creature, it is grappled (escape DC 13). Until this grapple ends, the target is restrained, and the ankheg can't use its claws on anyone else.

**Bite.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature grappled by the ankheg. *Hit:* 16 (3d8 + 3) slashing damage. If this damage kills the target, the ankheg severs its head.

**Acid Spray (Recharge 6).** The ankheg spits a 30-foot-long, 5-foot-wide stream of acid. Each creature in the area makes a DC 13 Dexterity saving throw, taking 14 (4d6) acid damage on a failure or half damage on a success. If the ankheg is grappling a target, it instead bathes the target in acid, dealing 14 (4d6) acid damage with no saving throw only to that target.

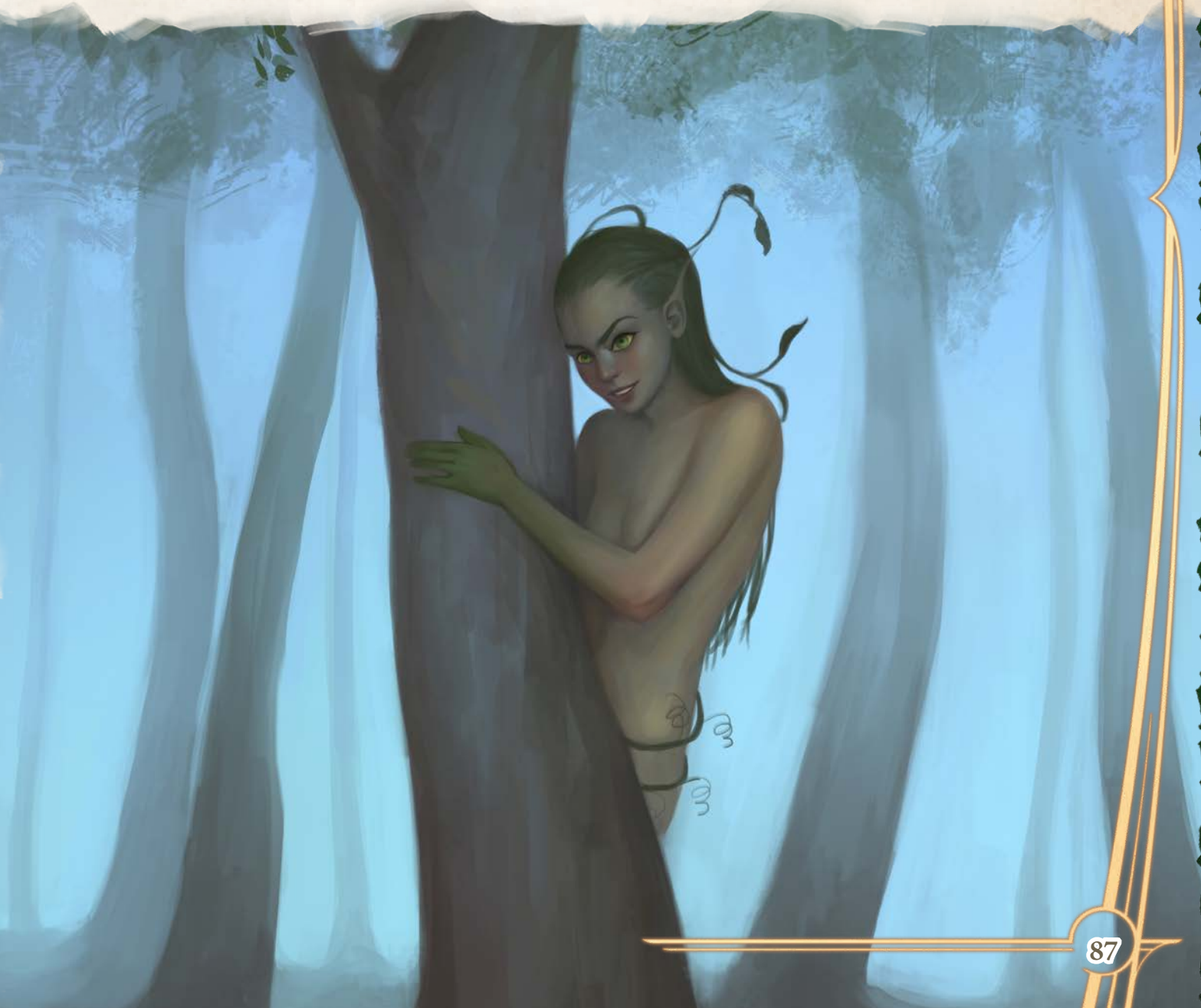
## Dryad

Deep within the forest, a tree shifts, though there's no breeze. A moment later, a humanoid figure emerges: a feminine form wrought from wood and bark, with hair of greenery and lips the color of cherry blossoms.

***Defender of the Green.*** Dryads are fey creatures with a particular affinity for trees and forests. They often claim a section of the forest for themselves, cultivating and defending the area. Those who enter a dryad's grove with respect will receive respect in return. However, those seeking to harm the forest or the creatures within it will face a sharp—and potentially deadly—rebuke.

***Heart Tree.*** No matter how much of a forest a dryad claims, each is bound to a single, central tree some refer to as a heart tree. A dryad can survive the destruction of her grove, so long as her heart tree remains unscathed. If the heart tree is damaged, the dryad suffers in kind. If a dryad's heart tree is destroyed, the dryad loses all sense of self and descends into madness.

***Friend to the Forests.*** A dryad on her own is not a challenging foe, but rarely does one face a dryad without also facing the wrath of the forest itself. Beasts, other fey creatures, and even the plants themselves will come to a dryad's aid when she calls.





# Level Up

## Legends and Lore

An Arcana or Nature check reveals the following:

DC 10 Dryads are fey creatures, each magically bound to a particular tree called a heart tree.

DC 15 When threatened, a dryad calls on the beasts and plants of the forest for protection.

DC 20 Destroying a dryad's heart tree can drive her mad—or kill her outright.

## Signs

- 1 The trees here are lush and green
- 2 DC 14 Insight check: you feel like the trees are watching you
- 3 Trees lift their branches to form a path (to or away from the dryad?)
- 4 In the distance, one exceptionally tall tree

## Behavior

- 1 Flitting from tree to tree, ignoring intruders
- 2 Visibly weak: its tree is under attack or in danger
- 3 Determined to keep intruders away from its tree at all costs
- 4 Hostile to axe-wielders

## Combat

The dryad avoids combat, using Fey Charm to recruit allies and Entangling Plants to slow enemies. When it must fight, it uses its club.

## DRYAD

MEDIUM FEY

## CHALLENGE 1/2

100 XP

**AC** 15 (natural armor)

**HP** 22 (5d8; bloodied 11)

**Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	12 (+1)	10 (+0)	12 (+1)	16 (+3)	18 (+4)

**Proficiency** +2; **Maneuver DC** 12

**Skills** Nature +3 (+1d4), Perception +5, Stealth +3 (+1d4), Survival +5

**Damage Vulnerabilities** fire

**Senses** darkvision 60 ft., passive Perception 14

**Languages** Elvish, Sylvan

**Magic Resistance.** The dryad has advantage on saving throws against spells and magical effects.

**Speak with Nature.** The dryad can communicate with beasts and plants.

**Tree Stride.** Once per turn, the dryad can use 10 feet of movement to enter a living tree and emerge from another living tree within 60 feet. Both trees must be at least Large.

## ACTIONS

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

**Entangling Plants.** Plants magically erupt from the ground in a 20-foot radius around a point up to 120 feet from the dryad. Each creature of the dryad's choice in the area makes a DC 13 Strength saving throw. On a failure, a creature is restrained for 1 minute. A creature can use its action to make a DC 12 Strength check, freeing itself or a creature within 5 feet on a success. Additionally, the area is difficult terrain for 1 minute.

**Fey Charm (3/Day).** A humanoid or beast within 30 feet makes a DC 13 Wisdom saving throw. On a failure, it is magically charmed. While charmed in this way, the target regards the dryad as a trusted ally and is disposed to interpret the dryad's requests and actions favorably. The creature can repeat this saving throw if the dryad or the dryad's allies harm it, ending the effect on a success. Otherwise, the effect lasts 24 hours. If the creature succeeds on a saving throw against Fey Charm or the effect ends for it, it is immune to Fey Charm for 24 hours.

## Faeries (Fey Knight and Sprite)

Faeries are luminous, elfin creatures with delicate wings resembling those of butterflies or dragonflies. Though they can appear deceptively non-threatening, faeries wield great power on their home plane, variously called the Dreaming, the Feywild, or Fairyland.

Many people assume all faeries are the size of the tiny pixies often seen on the Material Plane. In the Dreaming, where time and space are mutable, powerful faeries change sizes as they do clothes, appearing as pixie-sized beings one day and towering giants the next.

**Rules and Favors.** Mysterious laws bind faeries to one another in complex webs of obligation. A creature that performs a seemingly innocuous act, such as speaking the faerie's name or giving it a certain food, may earn the right to claim a favor from a faerie. The nature and timing of the favor is up to the faerie: it might take the form of advice, service, aid in battle, safe passage—or something seemingly useless or inconvenient, such as a magic bean or glowing hair. Refusing to accept a faerie's favor is considered a grave insult.

### Legends and Lore

An Arcana or History check reveals the following:

**DC 10** Faeries are magical, flying creatures.

**DC 15** Some faeries belong to a seelie court, which means they are often friendly to outsiders who meet their standards of behavior. Faeries that belong to an unseelie court are unpredictable and dangerous. There is no obvious way to tell a faerie's allegiance.

**DC 20** Faeries abide by strange, arbitrary rules. If you learn a faerie's rules, you may gain power over it.

### Faerie Encounters

Faeries are common in the Dreaming but can also be found in wild places on the Material Plane, most commonly forests and swamps.

**CR 0–2** 1d4 sprites; 2 sprites with a dryad

**Treasure** 3 moonstones (50 gp each), a scroll detailing the rules governing several nearby faeries, *potion of healing*

### Faerie Rules

A faerie may grant a favor to a creature that takes a specific action, such as one of the following:

- 1–2 Beat it in a race, wrestling match, or eating contest
- 3 Give it a certain rare flower
- 4 Speak its true name
- 5 Catch it in a lie
- 6 Answer its riddle
- 7 Weave a circle round it thrice
- 8 Taunt it until it swells up to three times its size
- 9 Strike it with mistletoe
- 10 Give it honey

### Names

Aubrette, Bellwhisper, Briar, Giltan, Gloriana, Lorenthan, Malegrave, Rosehip, Rowan, Witchhazel

### Fey Knight

Fey knights are the dragonfly- or butterfly-winged warriors of faerie courts. They do the bidding of mighty faerie nobles and archfey. Apart from observing its behavior, there is no obvious way to distinguish whether a fey knight belongs to a seelie or unseelie court. Fey knights typically wear ornamented mithral scale armor worth 250 gold pieces or more.

# Level Up

## Fey Knight Signs

- 1–3 DC 16 Perception check: nearly imperceptible footprint
- 4 Silvery laughter
- 5 The jingling of bells or spurs
- 6 A distant hunting horn

## Fey Knight Behavior

- 1 Wishes to escort you to a royal faerie court, where you will be feasted and entertained. If the knight is seelie, you will be allowed to leave the court as well
- 2 Wishes to joust or shoot against a champion; the loser must pay a bag of gold or reveal its true name
- 3 Eloping with a mortal noble; being pursued by the noble's family
- 4 In its lair or court; demands a gift from uninvited guests
- 5 Hunting a white stag
- 6 Hostile; attacks on sight
- 7 Part of a royal court or a masquerade ball
- 8 Lazily lying on the grass, playing a lute or listening to a pixie recite poetry
- 9 Celebrating a holiday; friendly to travelers today (though not necessarily tomorrow)
- 10 Riding forth against foes, such as hostile treants or an opposed faerie court

## Combat

If possible, the knight fights within the shielding reach of trees, and it ambushes opponents when it can. If its opponents can't fly, it flies at its maximum elevation of 10 feet, just out of reach of Medium creatures without ranged or reach weapons. It prefers ranged combat but does not retreat if engaged in melee.

## FEY KNIGHT

MEDIUM FEY

## CHALLENGE 4

1,100 XP

**AC** 16 (mithral scale)

**HP** 58 (9d8+18; bloodied 29)

**Speed** 35 ft., fly 60 ft. (maximum elevation 10 feet)

STR	DEX	CON	INT	WIS	CHA
14 (+2)	18 (+4)	14 (+2)	12 (+1)	16 (+3)	16 (+3)

**Proficiency** +2; **Maneuver DC** 14

**Saving Throws** Dex +6, Wis +5, Cha +5

**Skills** Deception +5, Nature +3, Perception +5, Stealth +6, Survival +5

**Condition Immunities** charmed, unconscious

**Senses** passive Perception 15

**Languages** Common, Elvish, Sylvan

**Faerie Form.** The knight can magically change its size between Medium and Tiny as an action. While tiny, the bludgeoning, piercing, and slashing damage dealt by the knight's attacks is halved. Additionally, it has disadvantage on Strength checks and advantage on Dexterity checks. Its statistics are otherwise unchanged.

**Faerie Light.** As a bonus action, the knight can cast dim light for 30 feet, or extinguish its glow.

## ACTIONS

**Multiattack.** The knight makes two melee attacks.

**Glittering Scimitar.** *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d6+4) slashing damage plus 7 (2d6) cold, fire, or lightning damage (its choice).

**Longbow.** *Ranged Weapon Attack:* +6 to hit, range 150/600 ft., one target. *Hit:* 8 (1d8+4) piercing damage plus 14 (4d6) poison damage. If the poison damage reduces the target to 0 hit points, the target is stable but poisoned for 1 hour, even if it regains hit points, and it is asleep while poisoned in this way.

**Fey Glamour.** The knight targets one humanoid within 30 feet. The target makes a DC 13 Wisdom saving throw. On a failure, it is magically charmed by the knight for 1 day. If the knight or one of the knight's allies harms the target, the target repeats the saving throw, ending the effect on itself on a success. If a target's saving throw is successful, or if the effect ends for it, the creature is immune to this knight's Fey Charm for a year and a day.

## REACTIONS

**Nature's Shield.** When the knight would be hit by an attack while the knight is within 5 feet of a tree or other large plant, the knight's AC magically increases by 3 against that attack as the plant interposes branches or vines between the knight and the attacker.

## Sprite

Sprites are reclusive woodland beings who avoid contact with both the faerie courts and the mortal world. They resemble foot-tall elves with dragonfly wings and live in hidden villages with other sylvan beings such as treants and unicorns. They rarely reveal themselves to outsiders, although they may invisibly aid a creature their Heart Sight ability deems worthy. Unworthy creatures are riddled with sleep arrows and carried far away from the sprites' home.

### Sprite Signs

- 1–2 DC 16 Perception or Investigation check: tiny footprints
- 3 The region's plants are unusually big and colorful
- 4 Distant high-pitched song
- 5 DC 16 Perception check: tiny houses in trees or mushrooms, or a miniature tea set
- 6 Rustling in bushes, meant to lure trespassers away from a tiny village

### Sprite Behavior

- 1–2 Bored and ready to play tricks on travelers
- 3 Gathering flowers for potions
- 4 In no mood for company; try to drive away intruders
- 5 Hostile; attack with deadly force
- 6 Need help against a monster such as an ettercap
- 7 Performing an aerial dance; ignore travelers unless disturbed
- 8 Curious and friendly

### Combat

The sprite attacks with its shortbow, turns invisible, and moves to conceal its location. It attacks with its rapier only if cornered. A group of sprites flee if half their number are defeated.



# Level Up

## SPRITE

TINY FEY

AC 14

HP 2 (1d4; bloodied 1)

Speed 10 ft., fly 40 ft.

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

Proficiency +2; Maneuver DC 14

Skills Perception +3, Stealth +6 (+1d4)

Senses passive Perception 13

Languages Common, Elvish, Sylvan

**Faerie Light.** As a bonus action, the sprite can cast dim light for 30 feet, or extinguish its glow.

### ACTIONS

**Rapier.** *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 1 piercing damage plus 3 (1d6) poison damage. If the poison damage reduces the target to 0 hit points, the target is stable but poisoned for 1 hour, even if it regains hit points, and it is asleep while poisoned in this way.

**Shortbow.** *Ranged Weapon Attack:* +6 to hit, range

## CHALLENGE 1/4

50 XP

40/160 ft., one target. *Hit:* 1 piercing damage plus 3 (1d6) poison damage. If the poison damage reduces the target to 0 hit points, the target is stable but poisoned for 1 hour, even if it regains hit points, and it is asleep while poisoned in this way.

**Gust.** A 30-foot cone of strong wind issues from the sprite. Creatures in the area that fail a DC 10 Strength saving throw, and unsecured objects weighing 300 pounds or less, are pushed 10 feet away from the sprite. Unprotected flames in the area are extinguished and gas or vapor is dispersed. Using Gust does not cause the sprite to become visible.

**Heart Sight.** The sprite touches a creature. The creature makes a DC 10 Charisma saving throw. On a failure, the sprite magically reads its mental state and surface thoughts and learns its alignment (if any). Celestials, fiends, and undead automatically fail the saving throw.

### BONUS ACTIONS

**Invisibility.** The sprite and any equipment it wears or carries magically turns invisible until the sprite attacks, becomes incapacitated, or uses a bonus action to become visible.



# Ghoul

Undead cursed with an eternal hunger for humanoid flesh, ghouls prowl graveyards and the ruins of dead cities. Though content to feed on corpses, ghouls prefer fresh meat. The unfortunate victim of a ghouls paralytic touch can't struggle—or even scream—as the ghouls devour them alive.

**Dark Blessing.** Legends say the first ghouls was an elf who practiced depraved, cannibalistic rituals to curry favor with the demon lord of undeath. When this elf repented, the gods decreed that he and his kind would be forever immune to the ghouls' paralytic touch. Still, the demon lord continues to reward feasters of flesh by transforming them into ghouls. Even those who turn to cannibalism out of desperation might unwillingly receive the lord's dark blessing. Aboleths, hags, and necromancers know rites to create ghouls, as well.

**More than Monsters.** Unlike mindless undead such as skeletons or zombies, ghouls are intelligent, though constant hunger turns most into ravening monsters. A ghouls whose appetites are routinely satisfied, however, might recover some of its faculties. Much like vampires, many "noble" ghouls conceal their nature from the settlements they feed upon, so as to keep a steady supply of food at hand. Others journey far beneath the earth to seek out the ghoulish empire said to exist in those dark, forbidding caverns.

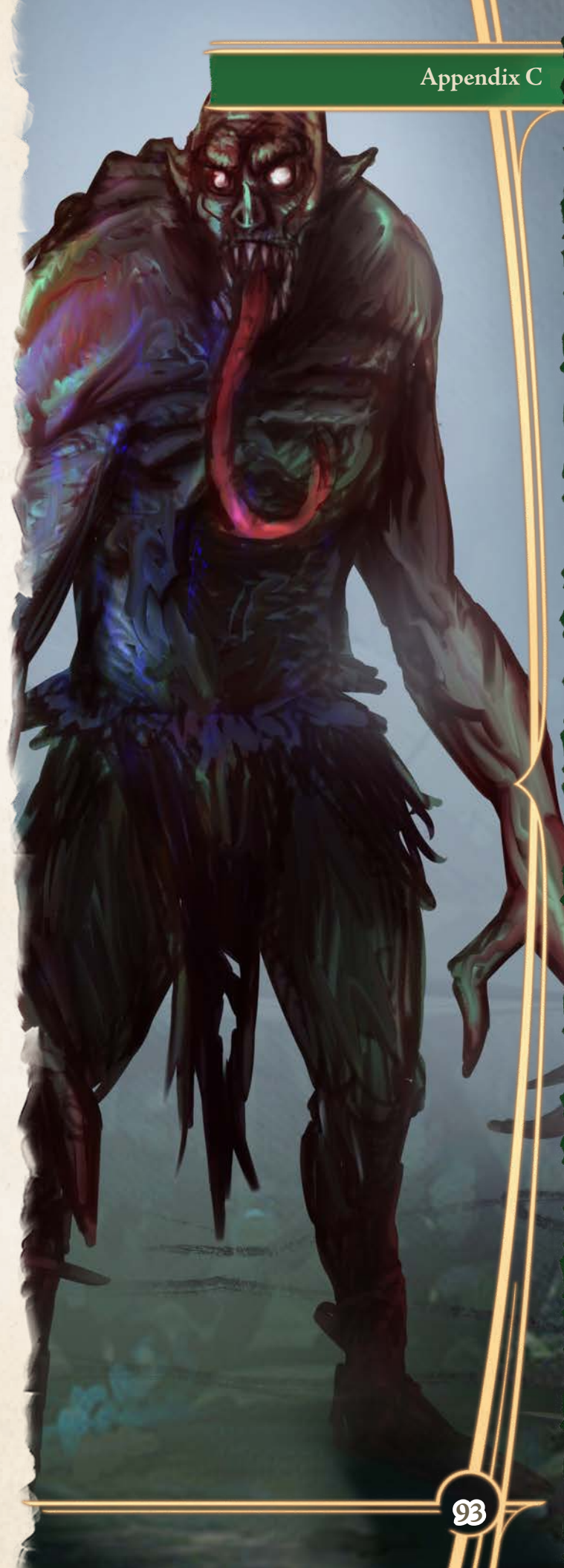
**Undead Nature.** Ghouls and ghosts don't require air, sustenance, or sleep.

## Legends and Lore

With an Arcana or Religion check, characters can learn the following:

**DC 10** Anyone who practices cannibalism may transform into an undead creature known as a ghouls. Though primarily carrion feeders, ghouls prefer the flesh of living humanoids.

**DC 15** Ghouls use their claws to paralyze their victims before devouring them. Elves, however, are immune to a ghouls paralytic touch.



# Level Up

DC 20 Ghosts are similar to ghouls, except they emit a noxious stench, and elves are susceptible to their paralytic touch.

## Ghoul Encounters

Ghouls haunt graveyards and catacombs near inhabited areas.

CR 0–2 1 or 2 ghouls; ghouls with 1 or 2 zombies 1 or 2 lacedon ghouls

**Treasure** 40 gp, 3 sets of tattered and blood-stained nobles' clothes (25 gp each if mended), 2 *potions of healing*

## Signs

- 1 DC 13 Perception check: muttering, like low conversation
- 2 Gnawed humanoid bones
- 3–4 The smell of rotting flesh
- 5 A half-devoured human corpse. DC 13 Perception check: bare human footprints lead away
- 6 A torn and bloody hat or other article of clothing. DC 13 Perception check: marks on the floor suggest a body was dragged away

## Ghoul Behavior

- 1 Feasting on a corpse; attacks intruders
- 2 Feasting on a corpse; hisses and flees from intruders
- 3 Squabbling among a pile of bones and discarded items
- 4 Shambling aimlessly
- 5 Waiting in silent ambush
- 6 Mimics the last words spoken to them; right now they are saying "Let me go!"

## Ghast Behavior

- 1 Donning the clothes taken from recently-devoured human adventurers
- 2 Sitting at a dining table
- 3 Preparing a blasphemous ritual
- 4 Feasting on corpses; attacks intruders

## Combat

Ghouls rarely attack when they are outnumbered. They prefer to swarm their enemies, with at least two ghouls attacking one target, preferably an unarmored non-elf. They retreat if they take radiant damage but try to drag paralyzed victims with them.

### GHOU

MEDIUM UNDEAD

### CHALLENGE 1

200 XP

**AC** 12

**HP** 22 (5d8; bloodied 11)

**Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	14 (+2)	10 (+0)	6 (-2)	10 (+0)	6 (-2)

**Proficiency** +2; **Maneuver DC** 12

**Damage Resistances** necrotic

**Damage Immunities** poison

**Condition Immunities** charmed, fatigue, paralyzed, poisoned

**Senses** darkvision 60 ft., passive Perception 10

**Languages** Common

**Radiant Sensitivity.** When the ghoul takes radiant damage, it has disadvantage on attack rolls and on Perception checks that rely on sight until the end of its next turn.

### ACTIONS

**Paralyzing Claw.** *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6+2) slashing damage. If the target is a living creature other than an elf, it makes a DC 10 Constitution saving throw. On a failure, the target is paralyzed for 1 minute. The target repeats the saving throw at the end of its turns, ending the effect on itself on a success. If the target's saving throw is successful or the effect ends for it, it is immune to any Paralyzing Claw for 24 hours.

**Bite.** *Melee Weapon Attack:* +4 to hit, reach 5 ft., one incapacitated creature. *Hit:* 6 (1d8+2) piercing damage.

# Goblins

From the wildest forests to the most sprawling metropolises, there's no place in the world you won't find goblins. For these small, individually weak creatures, survival is the greatest virtue.

**It's A Living.** Life is unfair to goblins. It's the one thing they can count on. Goblins are rarely granted mercy or kindness by larger folk, and in return they rarely extend it to others.

Goblins are often found in the service of more powerful creatures, particularly larger goblinoids such as hobgoblins. When faced with impossible tasks or unfair expectations, goblins grumble and complain, plot petty revenge, then roll up their sleeves and get to work. Where other creatures might turn up their noses at disgusting, cramped environments, goblins see opportunity. They will carve out space where none exists, flourishing in the cracks of civilization or in the unforgiving wilderness.

**Expert Opportunists.** Goblins often lurk in civilization's liminal spaces: in abandoned mines within raiding distance of a village, or in a sprawling sewer beneath a city. Goblins can find a use for almost anything, from broken or discarded gear to abandoned tunnels to the rotting husks of long-dead trees. Goblin equipment is frequently scavenged or crafted out of unlikely materials. Goblins rarely risk combat, except when they are certain they have the upper hand. They will gladly take your discarded food, however—and, if you're not careful, whatever's on your table and in the bag you left unattended, as well.

**Feral Glee.** Goblins take their joy wherever they can find it. An unsupervised moment to play is a prize they cherish more than food or treasure. It may not last long, but goblins can make a game out of anything, and they respond well to anyone who plays along.

## Legends and Lore

A History or Nature check reveals the following:

**DC 10** Goblins are small humanoids. While many find them disgusting, they are clever and resourceful creatures.

**DC 15** Goblins rarely attack unless they outnumber their foes. For every goblin you see, there are usually two more lurking nearby.

**DC 20** Goblins sometimes serve larger humanoids or train giant rats as watchdogs or mounts.

## Combat

Goblins attack only when they outnumber their opponents. They employ ambush, firing arrows from hiding and then using Nimble Escape to hide elsewhere. When they can, they turn an aspect of the battle to their advantage, attacking in darkness or from above or amongst traps and hazards. If a goblin is engaged in melee while not in an advantageous position, it attacks with its shortsword and then disengages. Unless a powerful leader forces them to stand their ground, goblins retreat once they no longer outnumber their enemy.

### GOBLIN CHALLENGE 1/4

SMALL HUMANOID (GOBLINOID) 50 XP

**AC** 13 (leather armor)

**HP** 10 (3d6; bloodied 5)

**Speed** 30 ft.

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

**Proficiency** +2; **Maneuver DC** 11

**Skills** Stealth +3 (+1d4)

**Senses** darkvision 60 ft., passive Perception 10

**Languages** Common, Goblin

### ACTIONS

**Shortsword.** *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6 + 1) piercing damage.

**Shortbow.** *Ranged Weapon Attack:* +3 to hit, range 80/320 ft., one target. *Hit:* 4 (1d6 + 1) piercing damage.

### BONUS ACTIONS

**Nimble Escape.** The goblin takes the Disengage or Hide action.

## Goblin Boss

When goblins aren't being driven into battle by hobgoblins, bugbears, or evil sorcerers, sometimes one of their own number rises up to do the driving. Goblin bosses are slightly stronger, cleverer, and more ambitious than their subordinates—attributes



## Level Up

they believe make them worthy of all the tribe's treasure.

### Combat

A goblin boss drives its minions into melee combat. It fights behind the front lines, commanding its goblin foot soldiers to attack. If a goblin boss is attacked in melee, it disengages, retreats, and orders a counterattack. When its allies are depleted or it is seriously wounded, the boss expects its remaining minions to cover its retreat while it escapes with the treasure

#### GOBLIN BOSS CHALLENGE 1

SMALL HUMANOID (GOBLINOID) 200 XP

AC 16 (chain shirt, buckler shield)

HP 24 (7d6; bloodied 12)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 12

Skills Stealth +4 (+1d4), Intimidation +3

Senses darkvision 60 ft., passive Perception 11

Languages Common, Goblin

#### ACTIONS

**Multiattack.** The goblin attacks twice with its scimitar.

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

**Shortbow.** *Ranged Weapon Attack:* +4 to hit, range 80/320 ft., one target. *Hit:* 5 (1d6+2) piercing damage.

**Command Minions.** Up to 3 goblins within 30 feet that can hear or see it use their reactions to make a single melee attack each.

#### BONUS ACTIONS

**Nimble Escape.** The goblin takes the Disengage or Hide action.

## Goblin Warlock

Goblin warlocks pay homage to an archfey who values chaos and violence. A goblin warlock drives its tribe to acts of grotesquerie and terror.

In order to use its magical powers, a goblin warlock must expend 99 silver coins as a material component. For this reason, a warlock often targets silver for theft, and may even trade for it at higher than its normal value.

### Combat

A goblin warlock uses Clinging Illusion to hide traps and other nasty surprises. It stays near allies so that it can use Quick Switch while making silver fire attacks

#### GOBLIN WARLOCK CHALLENGE 1

SMALL HUMANOID (GOBLINOID) 200 XP

AC 15 (chain shirt)

HP 21 (6d6; bloodied 10)

Speed 30 ft.

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

Proficiency +2; Maneuver DC 12

Skills Arcana +3, Stealth +4 (+1d4), Intimidation +4

Senses darkvision 60 ft., passive Perception 11

Languages Common, Goblin

#### ACTIONS

**Dagger.** *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 4 (1d4+2) piercing damage.

**Silver Fire.** *Ranged Spell Attack:* +4 to hit, range 60 ft., one target. *Hit:* 7 (2d6) fire damage and 7 (2d6) ongoing fire damage. A creature can use an action to douse the fire on a target, ending the ongoing damage.

**Clinging Illusion.** The warlock creates a magical illusion of an unmovable Medium or smaller object in a space it can see within 30 feet. The illusion can hide a smaller object in the same space. The illusion lasts 24 hours, until a creature touches it, or until the warlock uses Clinging Illusion again. A creature can take an action to make a DC 12 Investigation check to disbelieve the illusion. On a success, the illusion appears transparent to the creature.

#### REACTIONS

**Quick Switch.** When the warlock is hit by an attack, it magically teleports, switching places with a goblin ally within 30 feet. The goblin ally is hit by the triggering attack and suffers its effects.

# Hags

Three old crones cackle over a bubbling cauldron on a secluded isle. Inside their pot are the bones of misbehaving children. These fey creatures are called hags.

**Wicked Witches.** Although hags appear humanoid, they are in fact fey creatures that prey upon humanoid and faerie folk alike. Hags pay fealty to the archfey Baba Yaga. To better emulate their terrifying mistress, hags often take the form of withered women with exaggerated features, such as extremely long noses, stringy gray hair, and loose skin draped over skeletal frames, although they sometimes appear as decrepit old men.

**Boons and Bargains.** Like all fey creatures, hags follow strict rules. They never prey on a victim without gaining some form of power over it first. Being impolite to a hag incurs a minor obligation, while stealing from a hag or trespassing in its home may put a mortal entirely at the hag's mercy.

A hag's favorite form of power, however, is the bargain. Hags have many gifts to offer—writs of safe passage, healing balms and love potions, or curses placed on one's enemies—and desperate people sometimes pay terrible prices in exchange for such help. A hag always makes good on a bargain but often twists the petitioner's true desires. A mortal may become rich at the expense of a loved one, marry their beloved only to find the union plagued with conflict, or give birth to a longed-for child that turns out to be a mischievous hedgehog. In any case, once a bargain is sealed, the bargainer is in the hag's power.

**Maternal Monsters.** Many hags are driven by a perverse instinct to adopt mortal children. They develop over-protective, yet loving, relationships with their children, and sometimes even pass on their powers to their wards. As fey creatures, however, hags enforce rigid, arbitrary rules, and have been known to kill and eat poorly behaved children. For this reason, mortal mothers sometimes use the threat of a hag's visit to frighten their children into obedience.

**Cruel Covens.** Hags that practice together are called covens, which usually consist of three hags



that are closely related. Though hags in the same coven are fiercely loyal to each other, feuds between covens are common. Covens may compete over the number and cruelty of their bargains, the comfort of their lairs, or who makes the better human pancreas stew.

A hag in a coven is more powerful than one alone. It gains new abilities that persist even if the others in its coven are killed. Only banishment from a coven can rob a hag of its enhanced might.

## Legends and Lore

An Arcana or Nature check reveals the following:

**DC 10** Despite their resemblance to humanoids, hags are fey creatures that can adopt a variety of forms, both male and female.

**DC 15** Different types of hags exist, including green hags, sea hags, night hags, and winter hags. To increase their magical abilities, some hags gather together in covens.

**DC 20** A hag may gain power over a victim by making a bargain with them, or by tricking them into various obligations or transgressions.

## Hag Encounters

Many hags live in the dangerous wilds near settled lands, preying on those who venture too far from home. Green hags prefer forests and swamps, while sea hags live underwater and winter hags dwell in mountains or tundra. Night hags can be found anywhere, from populous cities to the depths of Hell.

**CR 0–2** sea hag

**Treasure** 60 gp, 3 hard candies (each acts as *potion of water breathing*)

**CR 3–4** sea hag with coralfish (see cockatrice), giant crab, merrow, or reef shark; green hag; green hag with cat, giant frog, giant owl, grimalkin, or scarecrow; coven sea hag

**Treasure** gold and mother-of-pearl monocle (250 gp), talking iron cauldron (its advice

grants advantage when cooking or crafting potions), 3 *potions of healing*

## Wilderness Signs

- 1 A beautiful cozy cottage
- 2 A tumbledown shack on stilts
- 3 Frogs, ravens, and rodents seem to be watching you
- 4 A house made of something strange, like bones or swords

## Settlement Signs

- 1 People worried that their businesses are under a curse
- 2 Paranoid people who live in fear of something they won't name
- 3 A black cat seeming to lead you somewhere
- 4 Certain people insist you visit a specific potion seller

## Underground Signs

- 1 The whistle of a teakettle
- 2 The smell of boiling soup
- 3 Cackling or chanting
- 4 Cozy furniture

## Behaviors

- 1 Baking gingerbread men (the gingerbread men are alive and have the statistics of skeletons).
- 2 Churning butter in a talking churn
- 3 Crooning and fondling some ordinary trinket, such as a spoon
- 4 Looking for help against a stronger monster
- 5 Eating sweets from a squirming bag

6 Greets you as royalty and promises the crown you deserve if you follow their advice

7 Jarring preserves: brains, black pudding, hope, and so on

8 Making a pot of tea

9 Sharpening their teeth on a millstone

10 Speaking to their mirror

11 Sweeping with a *broom of flying*

12 With a human child (kidnapped? a young hag? the spitting image of a prince or princess?)

## Hag Names

Auntie Dear, Baba Chickenbone, Cousin Appleworm, Grandfather Widdershins, Grandmother Blackteeth, Granny Cradlecap, Mother Foxglove, Nana Longfinger

Green hags live in wild forests and swamps, close enough to settlements that they can prey on the lost and the lonely. Some hags' lairs stand on crossings between the material world and their native faerie realm.

**Homely Arts.** Green hags only leave their lairs on ceremonial occasions, doing everything they can to make prey come to them. Many a forest path leads to a cottage with smoke puffing from the chimney and a pie cooling on the sill: a green hag's lair. In fact, many hags enjoy and excel in domestic arts such as baking, weaving, or keeping pigs or bees. Hags delight in the macabre, and each of their hobbies has its horrific aspect: pies may contain humanoid flesh, pigs may be polymorphed trespassers, and a single snip of the hag's shears may end the life of a creature under its power.

## Combat

The green hag uses Hex. If it's successful, it uses its claws on a different target if one is available. If bloodied, the hag turns invisible and tries to escape.

## GREEN HAG

MEDIUM FEY

## CHALLENGE 3

700 XP

**AC** 14 (natural armor)

**HP** 71 (11d8 + 22; bloodied 35)

**Speed** 30 ft.

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

**Proficiency** +2; **Maneuver DC** 13

**Saving Throws** Con +4, Wis +4

**Skills** Arcana +4, Deception +5, Insight +4, Perception +4, Stealth +4

**Senses** darkvision 60 ft., passive Perception 14

**Languages** Common, Draconic, Sylvan

**Amphibious.** The hag can breathe air and water.

**Innate Spellcasting.** The hag's innate spellcasting ability is Charisma (spell save DC 13). It can innately cast the following spells, requiring no material components:

At will: *dancing lights*, *disguise self*, *invisibility*, *minor illusion*

1/day: *geas*

**Mimicry.** The hag can mimic voices and animal sounds.

Recognizing the sounds as imitation requires a DC 13 Insight check.

## ACTIONS

**Multiattack.** The hag attacks with its claws and uses Hex.

**Claws.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 12 (2d8 + 3) slashing damage.

**Hex (Gaze).** A creature within 60 feet that is not already under a hag's hex makes a DC 13 Wisdom saving throw. A creature under an obligation to the hag automatically fails this saving throw. On a failed saving throw, the target is cursed with a magical hex that lasts 30 days. The curse ends early if the target suffers harm from the hag or if the hag ends it as an action.

Roll 1d4:

1. **Charm Hex.** The target is charmed by the hag.
2. **Fear Hex.** The target is frightened of the hag.
3. **Ill Fortune Hex.** The hag magically divines the target's activities. Whenever the target attempts a long-duration task such as a craft or downtime activity, the hag can cause the activity to fail.
4. **Sleep Hex.** The target falls unconscious. The curse ends early if the target takes damage or if a creature uses an action to shake it awake.

**Invisibility (2nd level; V, S, Concentration).** The hag is invisible for 1 hour. The spell ends if the hag attacks, uses Hex, or casts a spell.

# Khalkoi

Khalkoi, more commonly known as mind wasps, are parasitic predators that feed on the cosmic principles of good and evil, law and chaos. They conquer reality after reality, leaving behind deserted heavens and dead gods as they rob worlds of divine magic.

A khalkos is humanoid in shape with an inexpressive wasp face. It is able to disguise itself



psionically in order to infiltrate sacred or profane places, dooming them to destruction.

**Parasitic Life Cycle.** Khalkoi implant their larvae into the brains of intelligent creatures. A parasitized victim comes to see every khalkos as an ally to be trusted, and may even help a khalkos implant its eggs in other victims. When khalkos larvae are ready to be born, they burst from the skull of their host. As the headless victim collapses to the ground, the khalkos larvae—now independent khalkos spawn—fly away to search for new victims.

Although khalkos larvae can infect any intelligent creature, they prefer hosts that are cosmically aligned: archpriests and saints, angels and devils, and even gods. Only in such hosts can khalkos larvae consume the divine magic they need to perpetuate their horrific life cycle. Only khalkos spawn born from an aligned creature grow into adult khalkoi, able to implant larvae into new hosts.

## Legends and Lore

An Arcana or Religion check reveals the following:

DC 15 An ancient book, purportedly written by a refugee from another reality, describes a species of intelligent, wasp-like creatures that parasitically prey on angels and other planar beings.

DC 20 A khalkos is a wasp-like aberration. It exudes a cloud of pheromones that maddens everyone nearby, and it implants creatures with skull-exploding larvae.

## Signs

1–2 A corpse in a pool of blood, its head exploded

3–4 People acting strangely, insisting that you visit a friend of theirs who will make everything clear

5 What appears to be a dead, foot-long wasp

6 A faint, intoxicating scent in the air

When a khalkos spawn first "hatches" from a skull, it looks like a wasp the size of a dagger. It grows to adulthood over several days under the telepathic tutelage of an adult khalkos. But in order to survive its first few hours, it must go on the hunt immediately, killing and eating as much food as possible.

## Combat

The khalkos spawn starts combat by using Chaos Pheromones on clusters of enemies and then stings a creature, preferably one affected by its pheromones.

### KHALKOS SPAWN **CHALLENGE 2** TINY ABERRATION 450 XP

**AC** 16 (natural armor)

**HP** 27 (6d4 + 12; bloodied 13)

**Speed** 30 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	16 (+3)	14 (+2)	16 (+3)	14 (+2)	12 (+1)

**Proficiency** +2; **Maneuver DC** 13

**Saving Throws** Int +5, Wis +4, Cha +3

**Damage Resistances** fire, psychic, radiant

**Condition Immunities** charmed

**Senses** darkvision 60 ft., passive Perception 12

**Languages** telepathy 120 ft.

**Detect Alignment.** The khalkos can detect the presence of creatures within 30 feet that have an alignment trait, and knows the alignment of such creatures.

### ACTIONS

**Chaos Pheromones.** The khalkos emits a cloud of pheromones into the air in a 10-foot radius. The cloud spreads around corners. Each non-khalkos creature in the area makes a DC 12 Intelligence saving throw. On a failure, the creature is confused for 1 minute. It repeats the saving throw at the end of each of its turns, ending the effect on itself on a success. If the creature makes its saving throw or the condition ends for it, it is immune to the chaos pheromones of khalkos spawn for the next 24 hours.

**Sting.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 5 (1d4 + 3) piercing damage plus 3 (1d6) poison damage.

## Owlbear

The unusual (but aptly named) owlbear has the powerful build of a grizzly bear and the sharp, hooked beak of a bird of prey. Though flightless, an owlbear's ground speed is impressive for a creature its size.

**Fiercely Territorial.** Owlbear dens are most often found in dense forests or mountainous, rocky regions. While an owlbear's hunting grounds may cover an area several miles in diameter, bloody territorial disputes between rival broods are common. In fact, owlbears challenge anything that enters their territory, accepting only owls as rival predators.

**Hungry Hunters.** Owlbears are large, quick, and voracious. They are often the dominant predator in their chosen habitat. Nocturnal omnivores, owlbears can make a meal of nearly any creature unfortunate enough to be in their way. While fresh meat is a staple of their diet, owlbears have been known to snack on nuts, berries, and even pine cones or tree bark during an evening's hunt.

**Untrainable.** Owlbears are notoriously ill-tempered, but many people seek to train them nonetheless. A captive owlbear can serve as an effective watchdog, provided its handler doesn't get within its reach. Druids and others steeped in nature lore can sometimes win an owlbear's grudging trust. Such an owlbear will never do tricks or follow commands, but it might tolerate or even defend its humanoid companion.

## Legends and Lore

With an Arcana or Nature check, characters can learn the following:

**DC 10** As their name implies, owlbears are beasts that blend the traits of owls and bears. They are as large as grizzly bears but are (thankfully) flightless.

**DC 15** Owlbears possess the keen eyesight of owls and a bear's acute sense of smell.

**DC 20** Fiercely territorial, owlbears grow increasingly aggressive as they age.

## Owlbear Encounters

Owlbears most commonly inhabit mountains and forests, both on the Material Plane and in the land of Faerie. White-feathered owlbears range in snowy environments.

CR 3–4 owlbear

Treasure 180 gp, saddle fitted for an owlbear (75 gp)



## Signs

- 1 A distant, inhuman screech or hoot
- 2 Littered bones, both animal and humanoid
- 3 DC 13 Perception check: bear-like pawprints
- 4 Trees gouged with claw marks
- 5 Melon-sized owl pellets containing bones
- 6 Large bloody feathers trampled beneath clawed pawprints

## Behavior

- 1 Advancing towards a wounded humanoid, perhaps a scout or warrior
- 2 Attacks on sight, hooting wildly
- 3 Tracking you
- 4 In its dark cave lair
- 5 Ignoring you, devouring a kill (perhaps a bear or humanoid)
- 6 Avoids you unless provoked

## Combat

The owlbear attacks the closest creature. It retreats if it's bloodied and not within 5 feet of an enemy.

### OWLBEAR

LARGE MONSTROSITY

### CHALLENGE 3

700 XP

AC 13 (natural armor)

HP 59 (7d10+21; bloodied 29)

Speed 40 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	12 (+1)	16 (+3)	3 (-4)	12 (+1)	5 (-3)

Proficiency +2; Maneuver DC 14

Skills Perception +3, Stealth +3

Senses darkvision 60 ft., passive Perception 13

Languages —

**Keen Sight and Smell.** The owlbear has advantage on Perception checks that rely on sight or smell.

### ACTIONS

**Multiattack.** The owlbear attacks with its beak and claws.

**Beak.** *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 9 (1d10+4) piercing damage.

**Claws.** *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (2d8+4) slashing damage.

## Scarecrow

Whereas mundane scarecrows warn against trespassing, magical scarecrows punish those who ignore that warning. Made of tattered clothes stuffed with hay, scarecrows are constructs spellcasters employ as guards. Their eyes burn with sinister light as they chase interlopers through dark fields and down abandoned roads.

**Eerie Effigy.** A scarecrow is animated by the echo of a malign spirit. A sense of dread surrounds it. Although scarecrows don't express emotion and have no wills of their own, they seem to enjoy causing suffering and fear: their eyes flash bright and their shambling gait increases whenever mayhem is in the offing.

**Short-Lived Sentinel.** Scarecrows are easier to create than other constructs but far less durable, falling to pieces no more than a year after their creation. A scarecrow isn't a valuable servant designed to guard a tomb or hidden sanctum for decades. Rather, it's left to stand outside in all weather, acting as the first line of defense against those who would invade a spellcaster's privacy.

**Uncanny Copy.** A scarecrow can sometimes assume the appearance of a creature made of flesh and blood. Its boneless gait and silent, inexpressive face, however, make the illusion convincing only from a distance. Once its disguise is penetrated, the eyes of its sackcloth face glow like coals as it lumbers towards terrified onlookers.

**Constructed Nature.** Scarecrows don't require air, sustenance, or sleep.

## Legends and Lore

With an Arcana or Religion check, characters can learn the following:

**DC 10** Spellcasters create scarecrows to guard the entrances to their homes. Made of rags and straw, scarecrows are particularly susceptible to fire.

**DC 15** Though terrifying, scarecrows fall to pieces if the magic that animates them is dispelled. The spirit of a dead humanoid inhabits each scarecrow; banishing this spirit also destroys the scarecrow.

**DC 20** While wearing a hat or other head covering, a scarecrow can take on the appearance of the last person to wear that hat.

## Scarecrow Encounters

Scarecrows are usually created by spellcasters in temperate environments. Snowmen and sandlings are more common in extreme environments.

**CR 0–2** 1 or 2 scarecrows

**Treasure** family heirloom worth 120 gold

## Behavior

- 1 Motionless; attacks only if you approach something it's guarding
- 2 Its head turns to watch you; attacks if you get within 5 feet
- 3 Disguised as a humanoid; silently tries to lead you to its master
- 4 Performing a horrid boneless dance
- 5 Motionless, but changes its position when you're not watching; attacks if approached
- 6 Guarding in disguised form; attacks trespassers

## Combat

The scarecrow uses Scare and then slams a target, preferably a frightened one. Most scarecrows guard a particular person or place and don't chase a fleeing enemy.



## SCARECROW

## CHALLENGE 1

MEDIUM CONSTRUCT (UNDEAD)

200 XP

AC 12

HP 31 (7d8; bloodied 15)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	14 (+2)	10 (+0)	6 (-2)	10 (+0)	14 (+2)

Proficiency +2; Maneuver DC 12

Damage Resistances bludgeoning, piercing

Damage Immunities poison

Condition Immunities charmed, fatigue, frightened, paralyzed, petrified, poisoned

Senses darkvision 60 ft., passive Perception 10

Languages understands the languages of its creator but can't speak

**False Appearance.** While motionless, the scarecrow is indistinguishable from an ordinary scarecrow.

**Flammable.** After taking fire damage, the scarecrow catches fire and takes 5 (1d10) ongoing fire damage if it isn't already suffering ongoing fire damage. A creature can spend an action to extinguish this fire.

**Local Spirit.** The scarecrow is destroyed if it travels more than a mile from the place it was created.

**Spell-created.** The DC for *dispel magic* to destroy this creature is 19.

### ACTIONS

**Multiattack.** The scarecrow uses Scare and makes two slam attacks.

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

**Hat of Illusion (1/Day).** While wearing a hat or other head covering, the scarecrow takes on the illusory appearance of the last living humanoid to wear that hat. It requires a DC 12 Insight or Perception check to recognize the illusion. The illusion ends when the scarecrow is touched, takes damage, attacks, or uses Scare, or when the scarecrow chooses to end it as a bonus action.

**Scare.** Each creature of the scarecrow's choice within 30 feet that can see the scarecrow makes a DC 12 Wisdom saving throw. On a failure, it is magically frightened for 1 minute. It 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, it is immune to Scare for 24 hours.

## Skeletons

Skeletons are fleshless corpses imbued by necromantic energies with a mockery of life. Most often, spellcasters create skeletons to act as guards and servants, but it's not unheard of for skeletons to arise from cursed grounds where the living are outnumbered by the unburied dead.

**Following Orders.** Skeletons follow their creators' instructions to the best of their limited ability. They understand language and can follow detailed instructions, but their ability to think independently is limited. If ordered to cross a dangerous river, a skeleton may take a detour to use a bridge. In the absence of a bridge, however, it will risk a dangerous swim rather than build a raft or search for a safe place to cross.

**Shreds of Memory.** If left to its own devices, a skeleton without orders may mimic habitual activities from its previous life. In a tavern, one skeleton may shuffle a handful of faded playing cards, while another stands behind the bar to polish mugs. A skeleton will abandon such pursuits to attack living creatures, unless it has been specifically ordered otherwise.

**Undead Nature.** A skeleton doesn't require air, sustenance, or sleep.

## Legends and Lore

An Arcana or Religion check reveals the following:

DC 10 Necromancy imbues skeletons with a semblance of life, although some skeletons rise spontaneously on cursed battlefields or in cities ravaged by plague.

DC 15 Nearly anything with bones can be reanimated as a skeleton. Like most undead, skeletons are immune to poison, but their brittle bones can be easily smashed.

DC 20 Skeletons generally follow the orders given to them by their creator. Without such orders, skeletons may revert to activities they performed in life.

## Signs

- 1 Broken bones
- 2 Inanimate skeletons
- 3 Smashed sarcophagi or coffins, or defiled tombs
- 4 DC 12 Perception check: distant clattering

## Humanoid Skeleton Behavior

- 1 Standing guard
- 2 Lying motionless on the ground; leaps up to attack if approached
- 3 Patrolling a path worn into the floor
- 4 Miming everyday activities such as drinking and dicing; attacks if approached
- 5 Attacks anyone who engages in a forbidden activity, such as examining a specific item
- 6 Sharpening a sword down to the nub
- 7 With Intelligence 10, speaks Common
- 8 Luring trespassers into pit traps, or throwing levers to open pit traps under their feet



## Combat

Skeletons follow the last order given them by their creator: defend the gates, attack trespassers, and so on. Without orders, they attack any creatures that approach them. Skeletons don't retreat unless commanded to do so.

### SKELETON

MEDIUM UNDEAD

### CHALLENGE 1/4

50 XP

AC 13 (armor scraps)

HP 13 (2d8 + 4; bloodied 6)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	14 (+2)	6 (-2)	8 (-1)	5 (-3)

Proficiency +2; Maneuver DC 12

**Damage Vulnerabilities** bludgeoning

**Damage Immunities** poison

**Condition Immunities** fatigue, poisoned

**Senses** darkvision 60 ft., passive Perception 9

**Languages** understands the languages it knew in life but can't speak

### ACTIONS

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

**Shortbow. Ranged Weapon Attack:** +4 to hit, range 80/320 ft., one target. **Hit:** 5 (1d6 + 2) piercing damage.



## APPENDIX D

# THE PEOPLE OF HOLDENSHIRE

**T**hroughout their journeys the party are bound to run into other creatures that aren't directly tied into the story of *Memories of Holdenshire*. These encounters can certainly lead to violent confrontation, but not necessarily—the party could be bamboozled and stolen from, decide to make a fell bargain with a priest seeking new adherents to a dark faith, lie their way past an obtrusive guard, or find that a meeting of circumstance points them to a clue they might have missed earlier on. The Narrator should encourage creative solutions by the PCs and remember that some of the most memorable NPCs are the ones who survive meeting the party (though good battles are certainly part of the fun).

## Friends or Foe?

This section of the book is designed to help the Narrator keep track of all the NPCs in Holdenshire (both Hengistbury and Thornbury). Not all of these characters are critical to the plot, but the area is designed to work as a sandbox-style setting with plot hooks and suggestions liberally sprinkled throughout the following descriptions in addition to those in the main adventure.

Statistics for the NPCs in Hengistbury and Thornbury are listed alphabetically at the end of this section, along with the statistics for common NPCs the party may meet in random encounters. Unless otherwise noted, any NPC in Holdenshire has the statistics of a **commoner**.

## Albert Wright

Albert Wright is the twelfth of thirteen kids from the hills near Brockendale who grew up to be a veterinarian. He dreams of taking care of baby owlbears, sick hippogriffs, and other exotic creatures. He keeps his Veterinary Clinic in Thornbury because it is near Ayle's Loch, Brockendale Castle, and the Queenswood where he likes to search for animals to study in his leisure time. He is not a cruel man and merely makes notes of their habits and lifestyles, making him a valuable guide to the area around Brockendale Castle.

## Ariadne

Ariadne is Brand Torek's niece. Although she plays only a small part in *Memories of Holdenshire*, she is probably the most important NPC in the following adventure (*To Slay A Dragon*) and the Narrator would do well to ingratiate her with the adventurers. Gord, the oldest of the Mortimer Brothers, is in love with Ariadne although she is not aware of this. She can often be located in and around Brand's house, but does make the occasional foray to the banks of the Moor-Run to pick flowers. Messages for Brand can be reliably left with her should the need arise.

## Ariel

Ariel is a midwife and herb supplier. She spends much of her time in the local wilderness collecting supplies. In her youth she was an adventurer and became a somewhat accomplished **druid**. She helps Lady Pemberton minister to the needs of the community and generally does so willingly, but she's been known to have a sharp word for anyone who has injured themselves doing something foolish or dangerous.

## Aus

Aus is an annoying young kid always trying to scurry around and get the latest rumors in an effort to impress the older Mortimer Brothers. In particular he is interested in rumors of a dragon

in the east, and carries a stuffed dragon toy. He cheers for the dragon and pranks those who show interest in slaying it. He has collected a lot of dragon trivia in his 8 short years.

Some of it is even accurate, though no one is really sure about which bits have just been made up or confused with the real ones. Still, he constantly tries to find more and in the future he may prove to be a useful source of information.

## Brand Torek

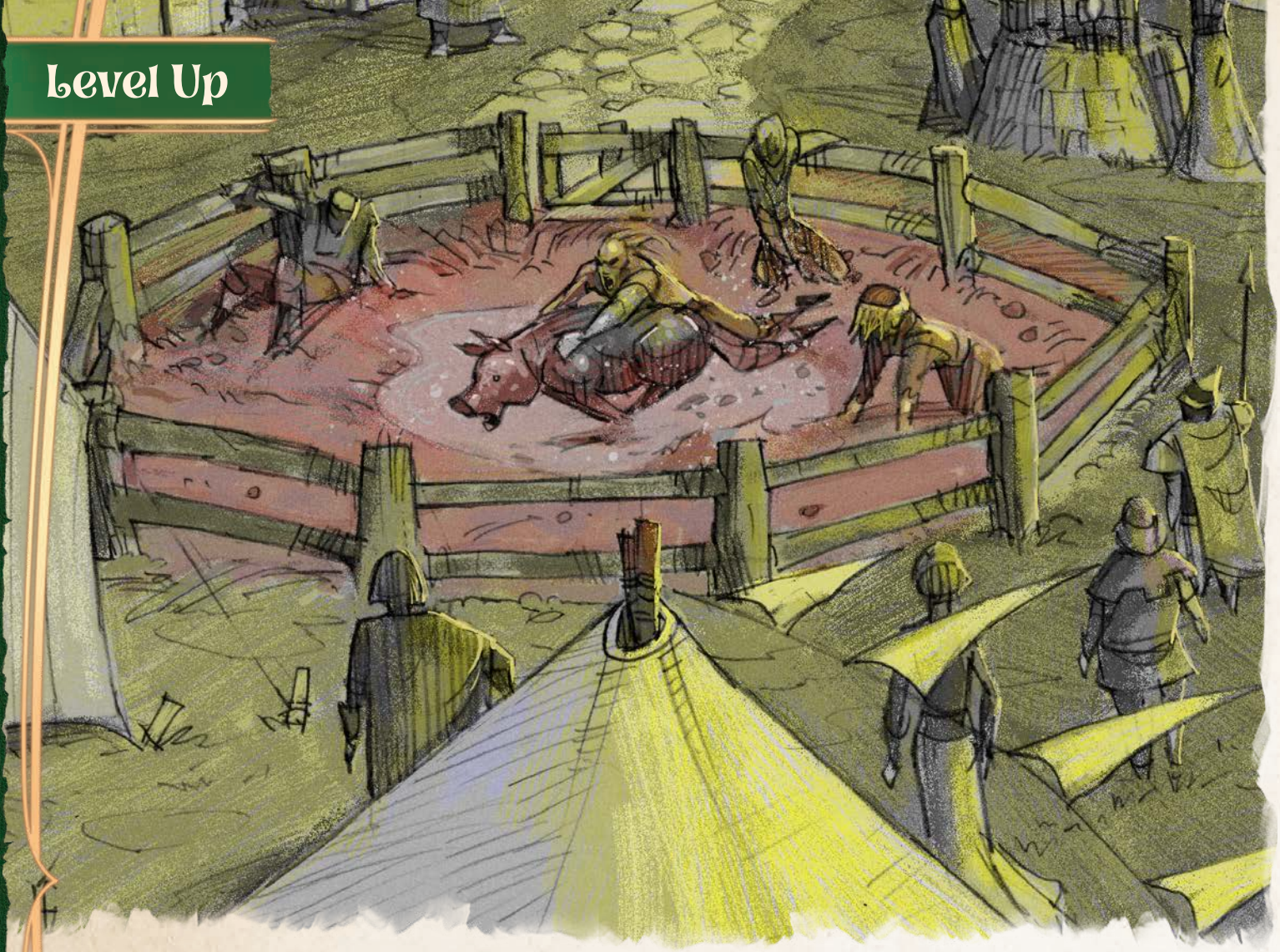
The county is patrolled by Brand Torek (**strider**), a large, easygoing bear of a man proficient in hammer and bow. He reports directly to Lord Pemberton. Brand is a tall fellow with broad shoulders and a neatly trimmed beard that doesn't hide his square jaw. A retired adventurer, he still keeps his old armor and massive warhammer hanging on the wall of his cabin and office in Hengistbury. He is serious about his job and is rarely found in his office as he spends much of his time patrolling the villages and roads. Brand dotes on his niece, Ariadne, and would hate to see any harm befall her. His official title is "sheriff" and he is occasionally assisted by Yara Bloodclaw and Jayel.

## Donald Morrison

Donald Morrison is a giant of a man (**thug**) known for the kilt he wears and his forge in Thornbury. He's not as skilled as Rorus Klain is, but still produces serviceable items of decent quality. Rorus employs him when there is a large order that needs filling to handle the more work-a-day needs of the community. Both men are on genial terms with each other, but is that just a hint of jealousy in Morrison's eyes?

## Emery Shier

Emery Shier is an **alchemist** based in Thornbury. He sometimes works with Heinrich Krebs to replenish supplies, but by and large makes himself available to locals to meet their more pressing needs. He runs his shop from the kitchen of his home and though his alchemical supplies are



more limited in variety, each is of equal quality to Heinrich's. This makes some people suspicious and they wonder who the real talent is.

### Freya Aeval

Freya Aeval is an adorable little **pixie** girl with long braided red hair, blue eyes, and pink and black butterfly-like wings. She spends much of her time in the vicinity of the Bleeding Heart Tavern, although she can be a source of information about the Weirwood. She seems to be sweet on Redheaded Roland, and while it isn't entirely certain that he returns the affection they are often seen going into the Weirwood together.

### Gavin Morrigan

The writer Gavin Morrigan (**veteran**) is a dark-haired man with a dusting of silver at his temples which seems almost to contrast the spark of

youthful determination in his eyes. Though Gavin is often engrossed in his work, he is clearly in good shape. No one seems to know why he spends so much of his free time at the Bleeding Heart Tavern, nor what exactly he is writing. Surely something—or someone—must attract him here on a regular basis. What could it be?

### Heinrich Krebs

Heinrich Krebs (a **spy** proficient with alchemist's supplies) is a self-proclaimed apothecary who wears his chosen profession like a title. Almost all villagers use products from his shop, be it to help with diseases, to enrich the love-life, or to get the town's best stain remover. For the occasional adventurer, classics like alchemist's fire or smoke sticks are always in stock. Whenever Heinrich needs to resupply, Thornbury's alchemist Emery Shier comes along to help out. Some locals are starting to wonder who the real alchemist is.

## Horatio Denhew

The brewmaster Horatio Denhew owns Thornbury's tavern, Denhew's Pub 'n' Grub. He hopes to one day open a second branch in Hengistbury, although the Bleeding Heart Tavern's popularity has stayed his hand so far. When not in the kitchen he likes to mingle with his patrons, loving to hear their tales. If asked why he doesn't adventure himself, Horatio replies, "*I nearly kill meself in me own kitchen e'ery day—wouldn't last more'n a week crawlin' through dungeons. Lemme refill yer ale.*"

## Jahmus "Jayel" Laekin

Widely known as Jayel, Jahmus Laekin is the name of a one time **scout**, now hunter of men at the behest of Brand. Though amicable, the dark-haired man holds little sympathy for the malicious. He prefers to live peaceably but has no qualms about doing bad things to bad folk—or people he believes to be bad, at any rate. It would be a terrible thing if he got carried away one day and did something unforgivable to someone innocent. Fortunately, Brand has been able to use Jayel's emotions for good.

## John-Francis Rainweaver

John-Francis Rainweaver is a hearty woodsman (a **scout** with proficiency in History) of indeterminate age. He was once a court scholar in Northminster before being charged with teaching the young prince of Northminster, but some unspecified catastrophe occurred and he was dismissed. Unable to find more work as a scholar, he came to Holdenshire to seek what fortune he could. There is enough need for wood, meat, and skins to keep several woodsmen busy, yet after a few minutes of speaking with him it's clear that Rainweaver is seeking something here—maybe redemption.

## John Tulworth

John Tulworth is an untrustworthy little sneak known to the other kids as "The Toad", always getting into trouble with other youths (particularly

Kit Bartleby). Nobody is sure why the two are so close to one another, but most think that Tulworth is a good kid at heart who's just been led down a bad path.

## Juide "Black-Hand" Averauh

Juide "Black-Hand" Averauh is a rarely-seen woodsman (**scout**) who keeps the village well-supplied with good meat. Most people assume he hunts in Queenswood for the most part and Juide does nothing to disabuse them of this notion.

## Kalle Sirkesalo

The **archmage** Kalle Sirkesalo lives in a tower located on an island in the river about 5 miles downstream. He is rarely seen but his henchman, Redheaded Roland (who is neither redheaded, nor named Roland), is seen in Hengistbury most weeks purchasing supplies. The wizard is often in need of rare ingredients so his servant is a busy fellow. Roland can sometimes be found in the company of Freya Aeval, the **pixie**, as they head into the Weirwood often. Kalle supplies the veterinarian, Albert Wright, with certain potions and medicines he needs for his job—no one is really quite sure what else might be going on at the tower.

## Karatilana "Tila" Torin

Karatilana "Tila" Torin (**spy**) is a "rogue economist", believing that redistribution of wealth is the key to economic success. She takes this belief very personally, handling much of this "redistribution" herself. The rest of the community simply regards her as a thief. Currently she's being sought after by Brand and Jayel for pilfering from the Pemberton's latest round of taxation, though neither is eager to find her until after the Summer Festival.

## Kitster "Kit" Bartleby

Kitster "Kit" Bartleby (**bandit**) is a charismatic fence who trades stolen property, typically items stolen by his criminal accomplice John Tulworth. Holdenshire is altogether not a big place however,

so many are unsure of what the lad is up to. Who does he sell to and why? And what are they doing with the goods?

### Logan Brokenbarrel

The master of Holdenshire's quarry is the black-bearded dwarf Logan Brokenbarrel (**soldier**). Adventurers with the soldier background may recognize his regimental tattoos, which link him to a notorious massacre committed by the last king's troops at Ayle's Loch. He keeps his past a closely-guarded secret, and if anyone were to find out the exact nature of his deeds he would surely be displeased—maybe even taking drastic action to silence the person.

### Lord and Lady Pemberton

Holdenshire County is governed by Lord Pemberton (**noble**) and his lady-wife, Lady Sybill Pemberton (**acolyte**), and contains the village of Hengistbury and the hamlet of Thornbury. The nobles reside in Hengistbury Keep on a small hill overlooking their town. Lady Sybill Pemberton is a devout follower of the goddess of hunting, and she volunteers in the only temple in Hengistbury with the aid of Ariel and Prirkka.

Lord and Lady Pemberton also own the Bleeding Heart Tavern and have an unusual arrangement for running it. Between that essential establishment, festivals, and several other local programs they do much to ensure the communities in their care remain healthy, happy, and prosperous.

### Mallory Jackdaw

Mallory Jackdaw is a seven-year-old boy with unkempt brown hair and blue eyes, who never stops talking—he knows a little about everything and is willing to make the rest up. He's been feeding Aus various stories (and in some cases outright lies) about the dragon far to the east. It's fairly likely that any information he might give to interested adventurers is no better.

### Meredith Jones

Meredith Jones is a young, stern-looking, serious woman in her early twenties not quite sure what to do with her life. Right now she's working in the Bleeding Heart Tavern as a barmaid, but she's certain that she is meant for greater things. As the only permanent employee of the tavern Meredith knows how things work better than most. It may be that she secretly admires someone in the town, though if so she has kept it a well-guarded secret.

### Mortimer Brothers

The Mortimer Brothers fancy themselves to be a thieves' guild but in reality the three young orphans (Beej, Gord, and Poke) operate more as paid gossips. They spend a lot of time with Ugg, who is very protective of them which is good as they often find themselves in minor trouble. Gord (**spy**) is in love with Ariadne and will soon come of age, making him ever bolder with every day that passes.

### Myco Ferris

Myco Ferris (**minstrel**; page 79) is the jovial owner of the Hen and Filly boarding house. Sheriff Brand Torek has suspicions about how their cousin Belton Freedew makes his living and has commented so, but Myco waves away such suspicions and turns the conversation to something more interesting. A deeply-invested gossip, Myco is willing to offer a discounted rate to those that share choice tidbits of information.

### Mylani Azalathellon

Mylani Azalathellon is a teenaged half-elf with a fascination with the law. She always carries two small books with her: a book of common laws and a notebook that she uses to record any transgressions of the law that she witnesses. Brand finds her enthusiasm tiresome—but maybe she's on to something. Perhaps she's unwittingly seen something important and written it down in her little book. Or maybe she's just a nosey busybody with a score to settle.

## Nazid

Nazid of the Adashim family from the Ben-Yumo clan has a little spice shop called The Spice of Life from which he sells spices to the locals (particularly Lord and Lady Pemberton). About once a year or so a foreign gentleman shows up to conduct business with Nazid, though he always seems to leave with a heavier pack than when he arrived.

## Penner

Penner is a halfling pig farmer with an affinity for pirate history and memorabilia. He likes to spend some evenings at the Bleeding Heart Tavern in the company of other locals. His interest in pirates may give him a unique perspective on some of the local goings on, and his farm's proximity to the Weirwood may give him insight there as well.

## Prirkka Strongfist

Prirkka Strongfist is a half-orc midwife and new in town. She's about 50 years old, tall, and has long black hair with a few hints of gray. One of

her eyes is brown while the other is green, and she's allergic to cats (preferring to keep away from any adventurer with a feline familiar). Lady Pemberton has drafted Prirkka into service helping care for the county's residents, though no one is quite sure where she came from or why she ended up here. Some folks still mistrust her but she may slowly win them over, provided nothing untoward happens.

## Redheaded Roland

Redheaded Roland, who is neither redheaded, nor called Roland, is deeply in love with the pixie Freya Aeval and will stop at nothing to protect her, and though he tries to hide his affections whenever pressed about it he rushes off to perform some task for the mage he serves (Kalle Sirkesalo).

## Reg Bakerson

Reg Bakerson is Thornbury's baker and a friendly sort to all. He has a habit of saying awkward things, but he's well-meaning and is never out to do anyone harm. Reg likes to drink when he's not





working and becomes rather boisterous after a few hours. Fortunately he's looked on affectionately by the townsfolk, although thought of as a bit odd. He tends to think of the Pub 'n' Grub as his home away from home, and gets worried if trouble starts there. A night of too much drinking means the fresh bread in Thornbury will be delayed the next morning.

### Robert MacBain

Robert MacBain is dark of hair and large of stature (he uses the statistics of a **commoner** with 8 hit points and a Strength score of 15). Tall and well-muscled from years working with his hands, Robert is generally thought of as kind and strong. He works stone mined from the quarry for various uses around the county. Most of the homes in Hengistbury are starting to put in stone foundations and some of the larger buildings in the area are already converted.

### Rorus Klain

Rorus Klain is a large man in his early 40s, wide of girth and grizzled in appearance (he uses the statistics of a **commoner** with 10 hit points and a Constitution score of 14). He is a smith of great skill and takes his work very seriously, with no time for foolish questions or irritating visitors. Rorus is quick to anger but equally quick to forgive, and once he becomes a friend he is fiercely loyal. His strong-willed wife Yulana is probably the only person in Hengistbury that Rorus fears. He often takes on large orders and has made arrangements with Thornbury's smith, Donald Morrison, to cover his day-to-day work at these times.

### Saraz bint Farad bint Aquilah

Saraz bint Farad bint Aquilah is from a faraway land—her brightly-colored silk dresses are that of someone of nobility or great wealth, and her inquisitive curiosity prompts her to frequently make extensive notes about everything in Hengistbury and the surrounding countryside. She is still naive about local customs however, and

some suspect she is connected to the Vistani of the Queenswood (a local band of nomads) in some way, but who can tell for sure?

Saraz uses the statistics of a **priest** but casts her spells psionically, requiring no components and using Intelligence as her spellcasting ability (as the Psionic Spellcasting trait). In addition, her Intelligence score is 16 (+3), she's proficient with Arcana (and gains an expertise die on ability checks using it), and when she casts a cantrip or spell that deals radiant damage she deals psychic damage instead.

### Stedd Grimwold

Stedd Grimwold (**novice mage**) is a dwarven sorcerer who manifested his powers working the quarry—he needed a light to read a note and his body erupted into flames. All of his hair was burnt off and the fire caused a conflagration which killed his family and many other miners. In time he learned to control his powers and since then opened a small shop in Hengistbury where he provides potions. Morose and taciturn, Stedd mopes about, a sad forlorn shell of a dwarf. Perhaps something can be done for him?

### Stefan Oakfell

A woodsman and hunter (**scout**), Stefan Oakfell is a soft-spoken, rugged, and lean man approaching his late forties. He has a haunted look in his eyes that suggests he may have seen—or indeed, done—terrible things. Stefan is a solitary character who does not seek the company of others. If he can be convinced to share it, he may have news of strange goings on in the Queenswood as he certainly seems to spend the majority of his time in and around its environs.

### Steffen the Baker

Steffen is the Hengistbury town baker. With brown-gray hair, he's a little plump from too much bread. All that means is he has a finer understanding of the baking arts than does his counterpart in Thornbury. People line up daily to collect fresh bread from Steffen and his bakery

serves as a secondary community hub before the Bleeding Heart Tavern opens for the day—what isn't heard there may well be heard here.

### Tamas Agrens

Tamas Agrens is the local sage (**priest**) of the area. He's fairly aloof and unfriendly, and clearly considers himself more clever than most of the locals. For this reason the Mortimer Brothers enjoy taunting him with stupid questions and pranks. Maybe he does know something the rest of the town doesn't. Whatever it is, it is unlikely to be good for anyone.

### Temrus Clothbinder

Temrus Clothbinder is a cheese maker ('Clothbinder' comes from the cloth used to bind up cheese, a fact he loves lecturing to people). Not only does he make cheeses for general use, he is also responsible for providing the cheeses used in the annual Autumn Harvest Festival cheese roll competition. Each cheese for the festival is wrapped in black and all the residents know not to touch those cheeses. This prevents tampering and might also have something to do with the platinum piece hidden in at least one cheese as a prize. At least, they are supposed to be hidden in the cheeses. As far as everyone else knows, anyway.

### Three-Fingered Jake

Three-Fingered Jake is an itinerant bard (**minstrel**; page 79) who wanders through every few weeks performing in exchange for food or coin. Most news of the wider world comes from his visits to town. He can usually be found twanging away in the Bleeding Heart Tavern (originally called the Beaming Hearth until the Mortimer Brothers vandalized the pub's sign). Jake knows many rumors and legends of the regions beyond Holdenshire.

### Tillian Bricklebottom

Tillian Bricklebottom is a male halfling scribe, translator, writer and wine purveyor who has

settled down in Thornbury. Old deeds and wills, the occasional newly acquired manuscript from distant lands, and the writing of official documents for Lord and Lady Pemberton tend to keep him reasonably busy.

### Ugg

Ugg is a small **hill giant** who was befriended by the village children some years ago (the Mortimer Brothers in particular). Ugg is not his real name, but he is affectionately called such as he clumsily yet cheerfully assists with manual labor around town. The giant is a kindhearted soul and dislikes seeing others mistreated, particularly if the reason for doing so stems from prejudice against those who are 'different'. Ugg speaks both Common and Giant, but relies mostly on Common while working in the village. Occasionally when working alone, he can be heard singing some quite interesting songs in Giant.

### Willem von Nederveen

Willem von Nederveen is a traveling merchant from the trading company Samuel and Sons in distant Northminster. He is helpful to those who are friendly to him. Willem was sent to Hengistbury to get the company's shop there in order, though he's newly arrived and just getting his bearings. The company plans on doing a brisk business buying up local materials and goods while selling finished products back to the residents.

### Yara Bloodclaw

Yara Bloodclaw is a tall, tattooed woman around 35 years old. She has lived in Hengistbury for about 6 years, now working as a beemaster. A capable fighter (**warrior**), she reinforces the guards of Hengistbury and is never seen without her two warhammers. If asked about her past she mentions only that she was raised in a cold mountain range in a land far away. She says little and never drinks alcohol, a fact that makes her especially reliable when trouble crops up late at night.



# WELCOME TO HOLDENSHIRE

When the adventurers awake in the catacombs below Northminster, they must unravel a mystery and escape the law! After frantic wagon chases, a wilderness journey, friendly hags, and a village fair, can they recover their memories of Holdenshire?

A starter adventure for 1st-level characters, this book gently introduces some of *Level Up: Advanced 5th Edition's* new rules. You can play this adventure using the *5th Edition* core rules or with *Level Up*.



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