

PREVIEW

FLEE, MORTALS!

THE MCDM MONSTER BOOK



MCDM

CREDITS

Design Director: Matthew Colville
Lead Designer: James Introcaso
Designer: Makenzie De Armas
Editor: Laura Hirsbrunner
Production: Anna Coulter, Lars Bakke
Art Direction: Jason Hasenauer
Graphic Design: Gordon McAlpin
Layout: Gordon McAlpin
Cover Illustration: Martin Sobr
Illustration: Grace Cheung, Jason Hasenauer, Nick De Spain
Playtest Director: Lars Bakke
Accessibility Consultant: Chris Hopper

MCDM CONTRACTORS

Community Coordinator: John Champion
Customer Support: Bobby McBride
QA Senior Tester: Spencer Hibnick
Testers: Alecson de Lima Junior, Cassandra "Dig" Crary, James Dewar, Nathan Clark

PLAYTESTERS

Playtest Coordinators: Aaron Flavius West, AJ Metzger, Alex Adkisson, Alex Hencinski, Anna Guimarães, Claire Buzzelli, Clayton Salamon, Durante Bozzini, Harley Kewish, Jack Vidulich, Madeleine Bray, Reuben Hung, Shane Parker

Beta Playtesters: OXiDi, Adam McLaughlin, Alex "Kevin" Lover, Brandon Alan McClenahan, Brandon Wanner, Brett DeCosimo, Brian Diehl, Bryce Beggs, Casey Bell, Casey Williams, Cory Muraglio, Davidqshull, Derek Fisher, EndlesNights, Eric Stefen, FULLMETAL337, Gabriel Sortica Reichmann, Grumpy, Guilherme da Silva Moser, Hazel Margaris, Isaiah Smith, Jai Gautam, JayPea, Joshua Sakata, Kai Bumpus, Kelly Kirkpatrick-Peet, Kristoffer Mejbörn Eliasson, Leonardo Vechi, Liam Lefferts, Luiz Felipe Kormann, Lys Agnello, Max Moore, Nasse Williams, Nathan Lee, Nick Rowland, Phillip Ada, RecklessRobbie, Ryan Guth, Ryan Madden, SCS1_1, Shockwave109, Skye McLaren Walton, Stewart Green, Teb, Thomas Hill, Troy Gabriel, Vinícius Bellé

MCDM PRODUCTIONS

Lars Bakke: Development & Production
Jerod Bennett: Technology
Grace Cheung: Art
Matthew Colville: Writing & Design
Anna Coulter: Production & Operations
Nick De Spain: Art & Art Outsource Management
Jason Hasenauer: Art & Art Direction
James Introcaso: RPG Line Developer

Join us on the MCDM Discord server, where you can chat with others about *Flee, Mortals!* *The MCDM Monster Book* and more!

[DISCORD.GG/MCDM](https://discord.gg/MCDM)

Goblin Minions



Product Identity: The following items are hereby identified as Product Identity, as defined in the Open Game License version 1.0a, Section 1(e), and are not Open Content: All content which is not included in the Systems Reference Document version 5.1 or has otherwise been specifically designated as Open Game Content, including the lightbender, the overmind, the corpse collector, Lady Dazran, Lady Ulnock, Perigold Quickfingers, Queen Bargnot, rogabrin, synlirii, Vaurath, Vaurathi, Xorannox, and all Trademarks, registered trademarks, proper names (including the names of characters, place names, monsters, organizations, new spells, new abilities, etc.), dialogue, plots, story elements, locations, characters, artwork, graphics, sidebars, and trade dress.

Flee, Mortals! The MCDM Monster Book version 1.0 ©2022 MCDM Productions, LLC. All rights reserved.

PREFACE

Better Monsters—that's really what we should call this book.

—MATTHEW COLVILLE

WHEN I FIRST STARTED WORKING WITH MCDM AS a freelancer in 2019, Matt shared with me his desire to make a creature book. At first, I simply thought, “Cool. Another book of new monsters!” But I should’ve known better. This was MCDM, the company behind *Strongholds & Followers*, *Kingdoms & Warfare*, and *The Illrigger*. They took big swings.

It didn’t take long for Matt to reveal his full idea—this wouldn’t just be any book with new creatures. This would be a book that could replace the one in the core game. It would offer new, more interesting takes on classic creatures and add originals into the mix. When I was hired full-time at MCDM, Matt and I spoke about how this book could bring back fun stuff from previous editions, like companions, minions, tougher dragons, and easier encounter-building rules. And we wanted more stat blocks for common foes like goblins and humans.

That’s what *Flee, Mortals! The MCDM Monster Book* will be: stuff we wish the core rules had, to be used in place of or right alongside your core rulebook.

Thanks for joining us for this little preview. We hope you like what you see! If you do, be sure to [check out the crowd-funding campaign!](#)

—James Introcaso
MCDM Lead Designer

INTRODUCTION

GOOD NEWS! IF YOU'VE RUN FIFTH EDITION, THEN YOU already understand how to use most of the creatures in this book. You may see a few unfamiliar details, but fear not; the tweaks we made to creature stat blocks don't take much time at all to grok. This book is organized into three sections:

- **Bands** contain creatures grouped by theme (like skeletal undead) or ancestry (like goblin, previewed in this document). Creatures in the same band work together and make it easy to build encounters.
- **Unique creatures** don't belong to a band, though they might ally themselves with one, and aren't restricted to a single environment. Many of these creatures are the MCDM take on classic foes, while others are original. The lightbender and the overmind are in this preview.
- **Encounter environments** present themed creatures for places where combat encounters typically occur. This doesn't usually mean broad environments like mountain or jungle, but more specific locations like an evil temple, enchanted wood, or graveyard, the latter of which is partially previewed in this document.

CHALLENGE RATINGS AND ROLES

Each creature's stat block lists their challenge rating and role in the top right corner. The more obvious placement of the challenge rating makes it easier to find stat blocks and build encounters to challenge your players.

Each creature has a role listed next to their challenge rating. Roles are descriptive and typically don't include rules. Most simply help you build encounters and utilize the creature effectively in combat. This book includes the following creature roles.

AMBUSER

Ambusers are creatures that hide well not just before an encounter but during it. They utilize surprise and stealth to gain the upper hand. Examples of ambusers include the goblin assassin and the lightbender.

ARTILLERY

Artillery creatures fight best from afar. Whether they wield arrows or magical rays, these creatures always try to keep a distance from their foes. Examples of artillery creatures include the goblin sniper and the overmind.

BRUTE

Brutes are hardy creatures who have lots of hit points and deal lots of damage. They might not be the most disciplined warriors, but they make up for it in sheer toughness and aggression. Examples of brutes include the goblin spinedealer and war spider.

COMPANION

Companion creatures are meant to accompany player characters on adventures. For more information, see [Companion Creatures](#).

CONTROLLER

Controllers debuff, move, and obstruct their enemies. They often have crowd control actions that target multiple creatures at once or apply a debilitating effect to a target. The goblin cursespitter is an example of a controller.

LEADER

A leader is an action-oriented creature that fights alongside underlings. For more information, see [Action-Oriented Creatures](#).

MINION

Minions are weak creatures that find strength in numbers. For more information, see [Minions](#).

RETAINER

Retainers are Humanoids meant to accompany player characters on adventures. For more information, see [Retainers](#).

SKIRMISHER

Skirmishers are mobile warriors that use hit-and-run tactics in combat. Their traits allow them to make the most of their position. Examples of skirmishers include the goblin warrior and skitterling.

SOLDIER

Soldiers are well-armored creatures that draw the attacks of their foes, freeing allies to move around the battlefield. These trained warriors typically have higher attack bonuses and AC. The swarm of skitterlings is an example of a soldier creature.

SOLO

A solo creature is an action-oriented creature that can take on the player characters on their own. For more information, see [Action-Oriented Creatures](#).

SUPPORT

Support creatures aid their allies, providing buffs, healing, movement, or action options. The goblin boss is an example of a support creature.

SECTION STRUCTURE

In this book, creature sections begin with broad descriptions for all the creatures in that section. While not all the information is common in-character knowledge, you can share these early pages with your players if you don't mind them having a little meta-knowledge.

The creature stat blocks aren't presented until the end of each section, allowing you to share flavorful information with your players while keeping stat block spoilers to yourself. In addition, keeping stat blocks together means flipping fewer pages when you run a band of similar creatures.

New Rules. Action-oriented creatures, companions, retainers, and minions use new rules that can be found starting on [page 18 of this preview](#).

GOBLINS

LIKE ALL HUMANOID ANCESTRIES, THERE ARE MANY different goblins and goblin cultures, each with their own ideals. Known to themselves as rogabrin, meaning “more of us” in Goblin, they are one of the most numerous humanoid in the world. They can be found in every environment humans occupy and places many others avoid, like deep cave systems.

Their proportionally long arms and prehensile toes make them equally well-adapted to arboreal environments. Goblins live comfortably in treetop cities and subterranean environments with stalactites, ledges, and chasms. Others prefer to dwell in tight-knit neighborhoods of diverse cities.

Those goblins that cross swords with adventuring heroes are the worst of the bunch, thieves and murderers shunned by their own people and driven to live on society’s outskirts.

Encountered in Groups. In society and in exile, goblins survive and thrive because they work together. A single goblin forced into the wild is terrified. A dozen outlaw goblins are supremely (and perhaps overly) confident. Such groups often become bandits that ambush travelers in their territories, be it desert, forest, or underground. Larger bands may become unscrupulous mercenaries serving powerful villains. No matter how they’re encountered, goblins prefer to fight as an overwhelming force and flee when foes outnumber friends.

Mobile and Sneaky. Short, lithe, and long-armed, goblins are built for mobility, stealth, and climbing. Goblins that survive life in untamed wilderness and twisting caves utilize their natural agility to hide from threats and flee when found. These crafty skirmishers might run wild through battle, hacking at their enemies’ knees, or unleash arrows as they dart from tree to tree.

Goblin Magic. Some exiled goblins forge pacts with evil entities—archfey, deities, fiends—for magic power. Goblin assassins conjure darkness made from the souls of their victims, while goblin cursespitters hurl magic hexes that keep their enemies at bay.

Goblin Retainers. Heroic goblins sometimes join adventuring parties as retainers. Their lithe forms allow them to support their allies as stealthy, mobile rogues.

SKITTERLING

A six-legged, winged rodent the size of a housecat, a skitterling moves their clawed feet as they fly, appearing to scurry through the air. Goblins train these pets to claw at the faces of enemies, as their feet secrete a toxin that causes temporary blindness.

WAR SPIDER

Goblins ride enormous arachnids as mounts in battle. The war spider’s bladed legs skitter over enemy forces, while archers fire from atop a platform on the beast’s back. During raids, the spider flicks their abdomen to launch warriors off their back into the fray.

QUEEN BARNOT

Queen Barnot, Scourge of the High Road, leads the Jagged Edge Goblins in pillaging caravans. Before her rise, the

goblins struggled, attacking only the weakest travelers in unorganized strikes. When she killed her boss and became the band’s self-proclaimed queen, everything changed.

The Jagged Edges dug a sprawling network of tunnels in the soft earth beneath the High Road. Secret entrances allow the goblins to make coordinated strikes and disappear before their victims can organize against them. When not planning a raid, Queen Barnot’s warriors train, rewarding the best and punishing the lazy.

Queen Barnot surrounds herself with warriors. She initially wades into battle with them, then moves back when half her hit points remain to command from safety.

STAT BLOCKS

This section contains stat blocks for various goblins, along with their skitterlings and war spiders.

GOBLIN ASSASSIN

Small Humanoid (Goblin), Any Alignment

CR 1/2 Ambusher
100 XP

Armor Class 15 (studded leather armor)

Hit Points 16 (3d6 + 6)

Speed 30 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
8 (–1)	16 (+3)	14 (+2)	10 (+0)	10 (+0)	8 (–1)

Skills Stealth +7

Senses darkvision 60 ft., passive Perception 10

Languages Common, Goblin

Proficiency Bonus +2

Backstab. When the assassin has advantage on their attack roll against a creature that isn’t a Construct or Undead, their attacks deal an extra 1d6 damage and inflict a bleeding wound on the target that lasts until the bleeding creature regains at least 1 hit point. A bleeding creature loses 2 hit points for each bleeding wound they have at the start of their turn. Any creature can use an action to staunch all a target’s wounds, ending the effect.

Crafty. The assassin doesn’t provoke opportunity attacks when they move out of an enemy’s reach.

ACTIONS

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.

Summon Shadows (1/Day). A 10-foot-radius sphere of magical darkness emanates from a point the assassin can see for 1 minute. The assassin can see in this magical darkness. At the start of their turn, the assassin can move the darkness up to 30 feet to a point they can see. If the assassin takes damage, the effect ends.

BONUS ACTIONS

Sneak. The assassin takes the Hide action.

GOBLIN BOSS

Small Humanoid (Goblin), Any Alignment

CR 2 Support

450 XP

Armor Class 17 (studded leather armor, shield)

Hit Points 36 (8d6 + 8)

Speed 30 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	16 (+3)	13 (+1)	12 (+1)	12 (+1)	10 (+0)

Saves Dex +5, Wis +3

Skills Insight +3, Intimidation +2, Stealth +5

Senses darkvision 60 ft., passive Perception 11

Languages Common, Goblin

Proficiency Bonus +2

Crafty. The boss doesn't provoke opportunity attacks when they move out of an enemy's reach.

ACTIONS

Multiattack. The boss makes two Shortsword or Shortbow attacks. They can use Command in place of one attack.

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

Shortbow. *Ranged Weapon Attack:* +5 to hit, range 80/320 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

Command. The boss chooses one ally they can see within 30 feet of them. If the target can hear the boss, the target can use their reaction to move up to their speed or make one weapon attack.

BONUS ACTIONS

Get Reckless (Recharge 6). Each willing ally within 30 feet of the boss that can hear them becomes reckless until the start of the boss's next turn. While reckless, a creature has advantage on attack rolls, and attack rolls against the creature have advantage.

REACTIONS

Cowardly Commander. When a creature the boss can see hits them with an attack, the boss chooses a willing ally within 5 feet of them. The attack hits the ally instead.

GOBLIN CURSESPITTER

Small Humanoid (Goblin), Any Alignment

CR 1 Controller

200 XP

Armor Class 15 (leather armor, shield)

Hit Points 27 (5d6 + 10)

Speed 30 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
8 (-1)	14 (+2)	14 (+2)	10 (+0)	10 (+0)	15 (+2)

Saves Wis +2

Skills Stealth +4

Senses darkvision 60 ft., passive Perception 10

Languages Common, Goblin

Proficiency Bonus +2

Crafty. The cursespitter doesn't provoke opportunity attacks when they move out of an enemy's reach.

ACTIONS

Toxic Touch. *Melee or Ranged Spell Attack:* +4 to hit, reach 5 ft. or range 30 ft., one target. *Hit:* 7 (2d6) poison damage, and the target must succeed on a DC 12 Constitution saving throw or be poisoned for 1 minute (save ends at end of turn).

Brittle Bone Hex. The cursespitter chooses one creature they can see within 60 feet of them. The target's bones are wracked with pain until the end of their next turn. The first time the target willingly moves or uses an action, bonus action, or reaction before then, they must succeed on a DC 12 Constitution saving throw or take 9 (2d8) necrotic damage.

To Me! The cursespitter chooses up to two willing creatures they can see within 30 feet of them. Each creature is teleported to an unoccupied space within 5 feet of the cursespitter.

Dizzying Hex (2/Day). The cursespitter chooses one creature they can see within 60 feet of them. The target must make a DC 12 Wisdom saving throw. On a failed save, the target falls prone and can't stand back up for 1 minute (save ends at end of turn).

REACTIONS

Cowardly Commander. When a creature the cursespitter can see hits them with an attack, the cursespitter chooses a willing ally within 5 feet of them. The attack hits the ally instead.

GOBLINS AND MAGIC ITEMS

Goblin bandits sometimes plunder magic items that aid in their profession. Quick and nimble, goblins benefit from magic items that enhance their other abilities, like a *headband of intellect* or a *potion of giant strength*. Items that grant new powers, such as a *broom of flying* or a *ring of telekinesis*, make for memorable, surprising goblin encounters. Goblins lucky enough to have a stash of *potions of healing* often include a *potion of poison* among them to punish greedy thieves.



Goblin
Cursemaster

GOBLIN MINION <i>Small Humanoid (Goblin), Any Alignment</i>	CR 1/4 Minion 10 XP
---	------------------------

Armor Class 14 (leather armor, shield)

Hit Points 6

Speed 30 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
8 (–1)	13 (+1)	10 (+0)	10 (+0)	8 (–1)	8 (–1)

Senses darkvision 60 ft., passive Perception 9

Languages Common, Goblin

Proficiency Bonus +2

Crafty. The minion doesn't provoke opportunity attacks when they move out of an enemy's reach.

Minion. If the minion takes damage from an attack or as the result of a failed saving throw, their hit points are reduced to 0. If the minion takes damage from another effect, they die if the damage equals or exceeds their hit point maximum, otherwise they take no damage.

Tiny Stabs. If a visible enemy starts their turn within 5 feet of three or more goblin minions, the enemy must succeed on a Dexterity saving throw or take 1 piercing damage for each goblin minion within 5 feet. The DC for this saving throw equals 10 + the number of goblin minions within 5 feet of the enemy.

ACTIONS

Dagger (Group Attack). *Melee or Ranged Weapon Attack:* +3 to hit, range 20/60 ft., one target. *Hit:* 1 piercing damage.

GOBLIN TACTICS

Goblins benefit from fighting in environments with features to climb on and hide behind, like trees and pillars. The Crafty trait means melee-focused goblins run into combat, attack, then regroup with their allies. It also allows goblin minions to run past enemy warriors and surround their spellcasting foes to make use of their Tiny Stabs trait. Goblins who fight at range climb for better sightlines and defense.

GOBLIN SNIPER <i>Small Humanoid (Goblin), Any Alignment</i>	CR 1/2 Artillery 100 XP
---	----------------------------

Armor Class 14 (leather armor)

Hit Points 13 (3d6 + 3)

Speed 30 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
8 (–1)	16 (+3)	12 (+1)	10 (+0)	12 (+1)	8 (–1)

Skills Perception +3, Stealth +5

Senses darkvision 60 ft., passive Perception 13

Languages Common, Goblin

Proficiency Bonus +2

Crafty. The sniper doesn't provoke opportunity attacks when they move out of an enemy's reach.

Sniper. If the sniper misses with a ranged weapon attack while they are hidden, they remain hidden. Additionally, if the sniper hits a target with a ranged weapon attack while they have advantage on the attack roll, the attack deals an extra 1d6 damage.

ACTIONS

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

Shortbow. *Ranged Weapon Attack:* +5 to hit, range 80/320 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

BONUS ACTIONS

Sneak. The sniper takes the Hide action.



Goblin Sniper



Goblin
Spinecleaver

GOBLIN SPINECLEAVER

Small Humanoid (Goblin), Any Alignment

CR 1 Brute
200 XP

Armor Class 14 (hide armor)

Hit Points 33 (6d6 + 12)

Speed 30 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	14 (+2)	10 (+0)	10 (+0)	8 (-1)

Saves Con +4

Skills Athletics +5

Senses darkvision 60 ft., passive Perception 10

Languages Common, Goblin

Proficiency Bonus +2

Crafty. The spinecleaver doesn't provoke opportunity attacks when they move out of an enemy's reach.

Strong Grip. The spinecleaver's Small size doesn't impose disadvantage on attack rolls with heavy weapons.

ACTIONS

Greataxe. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 9 (1d12 + 3) slashing damage.

Handaxe. *Melee or Ranged Weapon Attack:* +5 to hit, range 20/60 ft., one target. *Hit:* 6 (1d6 + 3) slashing damage.

REACTIONS

Tricky Warrior. When a creature within 5 feet of the spinecleaver misses them with an attack, the spinecleaver can make a melee attack against the creature with disadvantage.

GOBLIN WARRIOR

Small Humanoid (Goblin), Any Alignment

CR 1/4 Skirmisher
50 XP

Armor Class 15 (leather armor, shield)

Hit Points 9 (2d6 + 2)

Speed 30 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
8 (-1)	14 (+2)	12 (+1)	10 (+0)	10 (+0)	8 (-1)

Skills Acrobatics +4, Stealth +4

Senses darkvision 60 ft., passive Perception 10

Languages Common, Goblin

Proficiency Bonus +2

Crafty. The warrior doesn't provoke opportunity attacks when they move out of an enemy's reach.

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.

REACTIONS

Fleet Foot. When a creature within 5 feet of the warrior misses them with a melee attack, the warrior can move up to half their speed.

SKITTERLING

Tiny Beast, Unaligned

CR 1/8 Skirmisher
25 XP

Armor Class 13

Hit Points 5 (2d4)

Speed 30 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
4 (-3)	16 (+3)	10 (+0)	3 (-4)	12 (+1)	5 (-3)

Senses darkvision 60 ft., passive Perception 11

Languages —

Proficiency Bonus +2

Flyby. The skitterling doesn't provoke opportunity attacks when they fly out of a hostile creature's reach.

ACTIONS

Claws. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 1 slashing damage, and the target must succeed on a DC 10 Constitution saving throw or become blinded until the start of their next turn. Creatures that are immune to poison damage or the poisoned condition automatically succeed on this saving throw.

SWARM OF SKITTERLINGS <i>Medium Swarm of Tiny Beasts, Unaligned</i>	CR 2 Soldier 450 XP
---	------------------------

Armor Class 13
Hit Points 36 (8d8)
Speed 30 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	16 (+3)	10 (+0)	3 (-4)	12 (+1)	5 (-3)

Damage Resistances bludgeoning, piercing, slashing
Condition Immunities charmed, frightened, grappled, paralyzed, petrified, prone, restrained, stunned
Senses darkvision 60 ft., passive Perception 11
Languages —
Proficiency Bonus +2

In Your Face. While the swarm occupies an enemy's space, that creature has disadvantage on attack rolls made against any target other than the swarm and takes 3 (1d6) slashing damage if they attack a creature other than the swarm.

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

ACTIONS

Claws. *Melee Weapon Attack:* +5 to hit, reach 0 ft., one target. *Hit:* 14 (4d6) slashing damage, or 7 (2d6) slashing damage if the swarm has half of their hit points or fewer. The target must succeed on a DC 10 Constitution saving throw or become blinded until the start of their next turn. Creatures that are immune to poison damage or the poisoned condition automatically succeed on this saving throw.



Skitterling

WAR SPIDER <i>Huge Beast, Unaligned</i>	CR 3 Brute 700 XP
---	----------------------

Armor Class 15 (natural armor)
Hit Points 73 (7d12 + 28)
Speed 40 ft., climb 40 feet

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	18 (+4)	2 (-4)	11 (+0)	4 (-3)

Senses blindsight 10 ft., darkvision 60 ft., passive Perception 10
Languages —
Proficiency Bonus +2

Baby Burst. When the war spider dies, a **swarm of insects (spiders)** bursts forth from their remains and acts on the same initiative count as the spider in initiative.

Rider Launcher. An allied rider that jumps off the spider has a long jump of 30 feet and a high jump of 15 feet, with or without a running start. If an allied rider jumps off the spider, the first melee weapon attack the ally makes on the same turn has advantage.

Spider Climb. The spider can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Web Walker. The spider ignores movement restrictions caused by webbing.

Wide Back. Two Small or Tiny creatures can share a space while riding the spider, allowing up to eighteen Small or sixty-four Tiny creatures to ride the spider at once.

ACTIONS

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 11 (2d6 + 4) piercing damage and 7 (2d6) poison damage.

Bladed Leg. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 11 (2d6 + 4) slashing damage.

Web Spray. The spider sprays webbing from their abdomen in a 15-foot cube. Each creature in the area must succeed on a DC 13 Dexterity saving throw or become restrained by the webbing. A creature can use their action to make a DC 13 Strength or Dexterity check, freeing themselves or another creature they can reach on a success.

Trample (Recharge 6). The spider can move up to their speed and move through the spaces of other creatures. The spider can make one Bladed Leg attack against each creature whose space they move into during the move. A creature hit by this attack can't take reactions until the start of their next turn.



War Spider

QUEEN BARNOT <i>Small Humanoid (Goblin), Neutral Evil</i>	CR 3 Leader 700 XP
---	-----------------------

Armor Class 17 (studded leather armor, shield)

Hit Points 54 (12d6 + 12)

Speed 30 ft., climb 20 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	17 (+3)	13 (+1)	14 (+2)	12 (+1)	13 (+1)

Saves Dex +5, Wis +3

Skills Insight +3, Intimidation +3, Perception +3, Stealth +5

Senses darkvision 60 ft., passive Perception 13

Languages Common, Goblin

Proficiency Bonus +2

Crafty. Queen Bargnot doesn't provoke opportunity attacks when she moves out of an enemy's reach.

Take My Pain (3/Day). When Queen Bargnot fails a saving throw against a spell or effect, she can choose a willing creature within 30 feet of her. Queen Bargnot succeeds on the saving throw, the creature is targeted with the same spell or effect as if they were in her space, and they automatically fail their saving throw.

ACTIONS

Multiattack. Queen Bargnot makes three attacks with her Shortsword or two attacks with her Shortbow.

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

Shortbow. *Ranged Weapon Attack:* +5 to hit, range 80/320 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

BONUS ACTIONS

Get In Here. Queen Bargnot shouts for aid and 1d4 **goblin minions** appear in unoccupied spaces within 60 feet of her.

REACTIONS

No Dying! When a willing creature Queen Bargnot can see within 30 feet of her is reduced to 0 hit points, she can choose to have them reduced to 1 hit point instead.

VILLAIN ACTIONS

Queen Bargnot has three villain actions. She can take each action once during an encounter after an enemy creature's turn. She can take these actions in any order but can only use one per round.

Action 1: What Are You Waiting For?! Each creature of Queen Bargnot's choice within 60 feet of her that can hear her can move up to their speed or make a melee weapon attack (no action required).

Action 2: Focus Fire. Queen Bargnot chooses an enemy she can see with 60 feet of her. Queen Bargnot and each creature of her choice within 60 feet of her that can hear her can move up to their speed toward the target (no action required).

Action 3: Kill! Each creature of Queen Bargnot's choice within 60 feet of her that can hear her can make a weapon attack with advantage (no action required). If the attack hits, it deals an extra 1d6 damage.

GOBLIN SNEAK <i>Small Humanoid (Goblin), Any Alignment</i>	Retainer
--	----------

Armor Class 15 (medium)

Hit Points 9 + nine times their level (the sneak has a number of d10 Hit Dice equal to their level)

Speed 30 ft., climb 20 ft.

Primary Ability Dexterity

Saves Dex +6

Skills Acrobatics +6, Stealth +6

Senses darkvision 60 ft., passive Perception 13

Languages Common, Goblin

Proficiency Bonus +2

Signature Attack (Daggers). *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 8 (2d4 + 3) piercing damage.

FEATURES

3rd-Level: Weaving Knives (3/Day). As an action, the sneak moves up to their speed without provoking opportunity attacks. Before, during, or after the move, they can make two signature attacks.

5th-Level: Sneak and Stab (3/Day). As a bonus action, the sneak takes the Hide action. If the sneak hits a creature they are hidden from with an attack on the same turn, the creature takes an additional 11 (2d10) piercing damage and the sneak can immediately take the Hide action again (no action required).

7th-Level: Poisoned Blade (1/Day). As a bonus action, the sneak covers a dagger in a special poison, which lasts for 1 hour or until the sneak hits a creature with a signature attack. A creature hit with the poisoned dagger must make a Constitution saving throw. On a failed save, the target takes 28 (8d6) poison damage and is poisoned for 1 minute (save ends at end of turn). On a successful save, the target takes only half the damage and isn't poisoned.



Goblin
Sneak

LIGHTBENDERS

PROWLING DESERTS, PLAINS, FORESTS, AND ANY OTHER sun-soaked wilderness, lightbenders are ferocious predators that have adapted to skillfully stalk prey in daylight. This monstrous creature's fur bends and refracts light from the surrounding environment, producing mirages that distract and confuse their prey—hence their name.

Hidden Hunters. At a distance, a lightbender looks akin to a regular lion, but closer inspection reveals their glowing eyes, iridescent mane, and pair of lashing tails spiked with refractive crystals. The lightbender's pelt magically warps light around them to disguise their movement, allowing them to teleport while leaving behind a past visual imprint. Unsuspecting prey rarely realize they're staring at an afterimage of the lightbender until the fearsome creature pounces.

Prized Manes. Both male and female lightbenders have the distinctive mane, which is highly prized for its light-displacing qualities and can be fashioned into a *mantle of the lightbender*, though only a few mages possess the knowledge to do so.

Protective Companions. Though lightbenders are typically solitary creatures, they sometimes cross into another lightbender's territory to help protect a newborn litter of kittens. A few people have succeeded in taming lightbenders as guards or hunting animals, and if treated well, they can make for loyal protectors, often viewing their smaller humanoid companions as surrogate kittens.

MANTLE OF THE LIGHTBENDER

Wondrous Item, Uncommon (Requires Attunement)

This elegant cloak is lined with the iridescent mane of a lightbender. When you're hit with an attack while wearing this cloak, you can use your reaction to reveal that the attacker is attacking a past visual imprint of you. You appear in an unoccupied space you can see within 30 feet of your imprint, the attack misses, then the imprint disappears. You can't use this reaction if the attacker relies on senses other than sight, such as blindsight, or if they can perceive illusions as false, as with truesight. Once you use the cloak to reveal a past visual imprint of yourself, you can't do so again until the next dawn.

WHO ARE YOU WEARING?

A lightbender can become enraged in the presence of a creature wearing the *mantle of the lightbender* and attack mercilessly. Lightbender companions often refuse to adventure with characters who wear such a magic item. At the GM's discretion, the mane of a lightbender companion can't be used to create a mantle, because the companion's experience living among other creatures leaves them with a smaller mane (and also to prevent adventurers from hacking their friend to pieces).

STAT BLOCKS

This section contains lightbender stat blocks.

LIGHTBENDER

Large Monstrosity, Unaligned

CR 5 Ambusher
1,800 XP

Armor Class 15 (natural armor)

Hit Points 102 (12d10 + 36)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	14 (+2)	16 (+3)	6 (–2)	12 (+1)	8 (–1)

Skills Perception +7, Stealth +8

Senses darkvision 60 ft., passive Perception 17

Languages —

Proficiency Bonus +3

Avoidance. If the lightbender is subjected to an effect that allows them to make a saving throw to take only half damage, they instead take no damage if they succeed on the saving throw, and only half damage if they fail.

Pounce. If the lightbender moves at least 20 feet straight toward a creature and then hits them with a Claw attack on the same turn, that target must succeed on a DC 15 Strength saving throw or be knocked prone. If the target is prone, the lightbender can make one Bite attack against them as a bonus action.

ACTIONS

Multiaction. The lightbender makes one Bite attack and two Claw attacks, or uses their Tail Whip twice.

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

Hit: 8 (1d8 + 4) piercing damage.

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

Hit: 7 (1d6 + 4) slashing damage.

Tail Whip. *Melee Weapon Attack:* +7 to hit, reach 15 ft., one target. *Hit:* 7 (1d6 + 4) bludgeoning damage plus 7 (2d6) radiant damage.

Hypnotic Mane (1/Day). The lightbender discharges the light absorbed in their mane into a brilliant, mesmerizing display. Each creature within 15 feet of the lightbender must make a successful DC 14 Wisdom saving throw or be charmed by the lightbender for 1 minute. While charmed in this way, a creature is incapacitated and has a speed of 0. If a creature charmed in this way takes damage or if someone else uses an action to shake the creature out of their stupor, the condition ends on that creature.

REACTIONS

Afterimage. When the lightbender is hit by an attack, they can reveal that the attacker is attacking a past visual imprint of the lightbender. The lightbender appears in an unoccupied space they can see within 30 feet of their imprint, the attack misses, then the imprint disappears. The lightbender can't use this reaction if the attacker relies on senses other than sight, such as blindsight, or if they can perceive illusions as false, as with truesight.

LIGHTBENDER COMPANION

Large Monstrosity, Unaligned

Companion

Armor Class 13 plus PB (natural armor)

Hit Points 7 + seven times caregiver's level (the lightbender has a number of d8 Hit Dice equal to their caregiver's level)

Speed 50 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	14 (+2)	14 (+2)	6 (-2)	12 (+1)	8 (-1)

Saves Str +3 plus PB, Dex +2 plus PB

Skills Perception +1 plus PB, Stealth +2 plus PB

Senses darkvision 60 ft., passive Perception 11 plus PB

Proficiency Bonus (PB) equals caregiver's proficiency bonus

Keen Smell. The lightbender has advantage on Wisdom (Perception) checks that rely on smell.

ACTIONS

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

1st Level: Tail Whip (2 Ferocity). The lightbender makes a signature attack. On a hit, the attack deals an extra PB radiant damage to the target, and a different creature the lightbender chooses within 15 feet of them takes PB radiant damage.

3rd Level: Silent Pounce (5 Ferocity). The lightbender teleports 30 feet to an unoccupied space they can see. Before or after teleporting, the lightbender can make a signature attack. If the attack hits, the target is knocked prone.

MYSTIC CONNECTION: LIGHTBENDER

If you're playing a **beastheart** and have a lightbender companion, you gain the following benefit at 9th level when you gain the beastheart's Mystic Connection feature:

Unleash Sunlight. As a bonus action, you cause your skin to flare with brilliant light. Each creature of your choice within 10 feet of you that can see you must succeed on a Constitution saving throw against your exploit save DC or become blinded for 1 minute (save ends at end of turn). You can't use this benefit again until you finish a long rest.

5th Level: Hypnotic Mane (8 Ferocity). Each creature within 10 feet of the lightbender must make a successful Wisdom saving throw (DC equal to 10 plus PB) or be charmed by the lightbender until the end of the lightbender's next turn. While charmed in this way, a creature is incapacitated and has a speed of 0. If a creature charmed in this way takes damage or if someone else uses an action to shake the creature out of their stupor, the condition ends on that creature.

REACTIONS

Shared Afterimage (1/Day). When the lightbender and their caregiver are within 30 feet of each other and one of them is hit by an attack, the lightbender reveals that both they and their caregiver are past visual imprints. The lightbender and the caregiver each appear in an unoccupied space they can see within 30 feet of their imprints, the attack misses, then the imprints disappear. The lightbender can't use this reaction if the attacker relies on senses other than sight, such as blindsight, or if they can perceive illusions as false, as with truesight.



FLEE, MORTALS!

OVERMIND

“Careful, Xorannox,” the queen’s consort cautioned. “You tread heavily.”

“Tread heavily? My dear consort,” the Tyract’s grin twisted, “I never touch the ground.”

FORMALLY KNOWN BY THEIR ENDONYM, VAURATH (plural Vaurathi), overminds plot and scheme against their chief rivals, the synlirii and the aboleths, for control of the World Below.

Psionic Eyes. An overmind is an enormous floating brain with a large central eye surrounded by many smaller embedded eyes. Even more alien, several psionic eyes float within inches of their head, each connected to a small brain that can manifest a unique psionic effect.

Intelligent Loremasters. Like their rivals, overminds are loremasters of supreme intellect. They aren’t usually wizards, but they all view the collection of knowledge and arcane sciences as the best tool for ultimate conquest.

Overminds are cruel and capricious but enjoy tests of intellectual might. Their one vanity is their own unshakable belief in their intellectual superiority over all others.

Rivalries and Negotiations. Unlike their rivals, overminds have an intense hatred of their own kind and never work together. However, overminds often enjoy diplomacy with other species, seeking to form alliances and build secret networks of agents throughout the World Below.

Smelly Eggs. Overmind procreation involves one aberration laying a single egg in a slime pool and leaving it behind. When another overmind later detects the distinct smell of the egg, they spray their inseminating fluid into the pool. These actions are compelled by biological necessity, a compulsion even the overminds can’t ignore.

Unwitting explorers sometimes accidentally abscond with an egg. If unfertilized, its bearer is likely to attract the attention of other overminds and synlirii that use the eggs in genetic experiments to create psionic creatures. If fertilized, the explorer could find themselves as a newly hatched overmind’s first victim.

OVERMIND LAIRS

Thanks to their innate flight, overminds prefer to build (or rather, have their thralls build) towers with no doors or entrances anywhere near the bottom.

LAIR ACTIONS

When fighting inside their lair, an overmind can take lair actions. On initiative count 20 (losing initiative ties), the overmind can take one lair action to cause one of the following effects; the overmind can’t use the same lair action two rounds in a row:

- Viscous slime falls from the ceiling toward one creature of the overmind’s choice within 120 feet of them. The creature must succeed on a DC 15 Dexterity saving throw or become vulnerable to fire and lightning damage. The effect ends when they take fire or lightning damage, or at the start of initiative count 20 of the following round.
- An invisible force attempts to grab three creatures of the overmind’s choice within 60 feet of them. Each creature must make a DC 15 Strength saving throw. On a failed save, a creature’s speed becomes 0 and they rise vertically 20 feet in the air, suspended there until initiative count 20 of the following round, at which point they fall.
- A hole opens in the ceiling, floor, or wall at a point the overmind chooses within 60 feet of them and belches a 20-foot-sphere of smelly gas that lasts until initiative count 20 of the following round. When a creature enters the area for the first time or starts their turn there, they must succeed on a DC 15 Constitution saving throw or be poisoned until the start of their next turn.

XORANNOX THE TYRACT

“Xorannox!” Lady Dazran exclaimed.

“Hahaha! Surprised? You forgot my allies among the drow, I think. You should know better, my lady. Nothing exceeds my Grasp.”

Xorannox rules as Lord of the White Tower, a multi-level finger of alabaster stone. Commonly known as the Tyract—an ancient Deep Speech word that literally translates as “a king who rules with his teeth”—the overmind indeed consumes those who displease him.

Xorannox is chief of the Grasp, a secret organization made up of deep gnomes, dark elves, and humans. They seek to overthrow the voiceless talkers’ great empire and place Xorannox above all, first as king, then as god.

The Tyract is a master strategist, always one step ahead of his enemies. Adventurers from the Mundane World may be surprised to discover their deep allies are members of the Grasp. When they meet Xorannox, he’s delighted! He loves treating with humanoids! They have the same enemies, after all.

Unfortunately, no matter how useful or dependable a party of heroes might be, Xorannox is nearly incapable of resisting the urge to betray his allies. He assumes, as do most Vaurathi, that the natural end of all alliances is betrayal. It’s just a matter of who stabs who first.

Eyes Always Shielded. Xorannox’s psionic might is so great that unlike other overminds, his floating eyes are never without their psionic shield. When he is truly in distress, Xorannox can sacrifice one of his eyes to bolster his resistances.

STAT BLOCKS

This section contains overmind stat blocks.

OVERMIND

Large Aberration, Typically Lawful Evil

CR 11 Artillery
7,200 XP

Armor Class 17 (natural armor)

Hit Points 180 (19d10 + 76)

Speed 0 ft., fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	18 (+4)	18 (+4)	14 (+2)	16 (+3)

Saves Int +8, Wis +6, Cha +7

Skills Arcana +8, Deception +7, Insight +6, Intimidation +7, Perception +6

Condition Immunities charmed, flanked, frightened, prone

Senses darkvision 120 ft., passive Perception 16

Languages Common, Deep Speech, Undercommon

Proficiency Bonus +4

Detached Eyes. Six eyes float around the overmind and create their Eye Psionics effects. Each eye is an object that has AC 24 and 1 hit point, and is protected by a psionic shield that makes it immune to damage. After an eye creates a psionic effect, it loses its psionic shield until the start of the overmind's next turn. If an eye is destroyed, a new eye pops out of the overmind's face to replace it at the end of their next turn.

ACTIONS

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 14 (4d6) piercing damage.

Eye Psionics. The overmind creates three of the following psionic eye effects. Unless otherwise stated, each eye targets a creature that the overmind can see within 120 feet of them. They can't use the same effect twice in a turn.

1. **Charm Beam.** The targeted creature must succeed on a DC 16 Wisdom saving throw or be charmed by the overmind for 1 hour, or until the overmind harms the creature or one of their allies.
2. **Compulsion Beam.** The targeted creature must succeed on a DC 16 Intelligence saving throw or use their reaction, if available, to move up to their speed toward the closest ally they can see and make a weapon attack against them. Creatures that can't be charmed are unaffected.
3. **Toxic Vapors.** The overmind chooses a point they can see within 120 feet of them. Each creature within 10 feet of the point must succeed on a DC 16 Constitution saving throw or become poisoned for 1 minute (save ends at end of turn).
4. **Telekinetic Beam.** The targeted creature must succeed on a DC 16 Strength saving throw or be moved up to 30 feet in any direction and take 7 (2d6) force damage at the end of the move.

The overmind can instead target an object they can see within 120 feet of them that weighs 300 pounds or less and isn't being worn or carried, moving it up to 30 feet in any direction. The overmind can also exert fine control on objects with this effect, such as manipulating a simple tool or opening a door or a container.



Xorannox

5. **Lightning Bolt.** The overmind shoots a 5-foot-wide, 60-foot-long line of lightning. Each creature in the line must succeed on a DC 16 Dexterity saving throw, taking 21 (6d6) lightning damage on a failed save, or half as much damage on a successful one.
6. **Fire Beam.** The targeted creature must make a DC 16 Dexterity saving throw. On a failed save, the target takes 36 (8d8) fire damage and catches fire, taking 9 (2d8) fire damage at the start of each of their turns for 1 minute (save ends at end of turn). Any creature can use their action to douse the fire, ending the effect early.

BONUS ACTIONS

The Great Eye (Recharge 6). The overmind's central eye turns solid black and projects a 150-foot cone of energy. If the overmind or any creature in the area is affected by a spell, the spell's effects immediately end for that creature.

REACTIONS

Awake with You! When a creature within 5 feet of the overmind hits them with a melee attack, the overmind can use Telekinetic Beam on the attacker.

XORANNOX <i>Large Aberration, Lawful Evil</i>	CR 14 Solo 11,500 XP
---	---------------------------------------

Armor Class 18 (natural armor)

Hit Points 228 (24d10 + 96)

Speed 0 ft., fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	16 (+3)	18 (+4)	19 (+4)	14 (+2)	18 (+4)

Saves Int +9, Wis +7, Cha +9

Skills Arcana +9, Deception +9, Insight +7, Intimidation +9, Perception +7

Condition Immunities charmed, flanked, frightened, prone

Senses darkvision 120 ft., passive Perception 17

Languages Common, Deep Speech, Undercommon

Proficiency Bonus +5

Painful Resistance. Eight eyes float around Xorannox and create his Eye Psionics. If Xorannox fails a saving throw, he can destroy a random floating eye (chosen by rolling a d8) and succeed instead. If an eye is destroyed, a new eye pops out of Xorannox's face to replace it at the end of his next turn.

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 14 (4d6) piercing damage.

Eye Psionics. Xorannox creates three of the following psionic eye effects. Unless otherwise stated, each eye targets a creature that he can see within 120 feet of him. He can't use the same effect twice on a turn.

1. **Charm Beam.** The targeted creature must succeed on a DC 17 Wisdom saving throw or be charmed by Xorannox for 1 hour, or until he harms the creature or one of their allies.
2. **Compulsion Beam.** The targeted creature must succeed on a DC 17 Intelligence saving throw or use their reaction, if available, to move up to their speed toward the closest ally they can see and make one weapon attack against them. Creatures that can't be charmed are unaffected.
3. **Memory Beam.** The targeted creature must make a DC 17 Intelligence saving throw. On a failed save, if the creature has unexpended spell slots, they expend a spell slot of their highest remaining level, with no effect. If they don't have unexpended spell slots, they instead lose proficiency with a weapon they're holding or carrying for 1 minute (save ends at end of turn).
4. **Toxic Vapors.** Xorannox chooses a point he can see within 120 feet of him. Each creature within 10 feet of the point must succeed on a DC 17 Constitution saving throw or become poisoned for 1 minute (save ends at end of turn).
5. **Telekinetic Field.** Xorannox chooses a point he can see within 120 feet of him. Each creature of his choice within 10 feet of the point must succeed on a DC 17 Strength saving throw or be moved up to 30 feet in any direction and take 7 (2d6) force damage at the end of the move.

Additionally, Xorannox can target any object within 10 feet of the point that weighs 300 pounds or less and isn't being worn or carried, moving it up to 30 feet in any direction. Xorannox can also exert fine control on objects with this effect, such as manipulating a simple tool or opening a door or a container.

6. **Lightning Bolt.** Xorannox shoots a 5-foot-wide, 60-foot-long line of lightning. Each creature in the line must succeed on a DC 17 Dexterity saving throw, taking 36 (8d8) lightning damage on a failed save, or half as much damage on a successful one.
7. **Explosion.** Xorannox chooses a point he can see within 120 feet of him. Each creature within 10 feet of the point must make a DC 17 Dexterity saving throw, taking 36 (8d8) fire damage on a failed save, or half as much damage on a successful one.
8. **Necrosis Beam.** The targeted creature must succeed on a DC 17 Constitution saving throw or immediately take 55 (10d10) necrotic damage and lose 7 (2d6) hit points at the start of each of their turns. If this effect reduces a target's hit points to 0, they die. The effect ends if Xorannox dies or can't see the target. This psionic effect can't be used again while this effect persists.

BONUS ACTIONS

The Great Eye (Recharge 6). Xorannox's central eye turns solid black and projects a 150-foot cone of energy. If Xorannox or any creature in the area is affected by a spell, the spell's effects immediately end for that creature.

REACTIONS

Cower! When a creature hits Xorannox with an attack, he shoots a psionic fear beam at them. The creature must succeed on a DC 17 Wisdom saving throw or take 21 (6d6) psychic damage and become frightened of Xorannox for 1 minute (save ends at end of turn).

VILLAIN ACTIONS

Xorannox has three villain actions. He can take each action once during an encounter after an enemy creature's turn. He can take these actions in any order but can only use one per round.

Action 1: Disruption Beams. Xorannox shoots a psionic disruption beam at three creatures he can see within 120 feet of him. Each target must make a DC 17 Wisdom saving throw. On a failed save, whenever the target makes more than one weapon attack on a turn or casts a spell that isn't a cantrip, they take 14 (4d6) psychic damage. This effect lasts for 1 minute (save ends at end of turn).

Action 2: Disappearing Act. Xorannox turns invisible until the end of his next turn and teleports up to 120 feet to an unoccupied space he can see.

Action 3: Megabeam. Xorannox unleashes the effects of all of his remaining psionic eyes at once in a 20-foot-wide, 120-foot-long line. Each creature in the area must make a save against two random eye effects from Xorannox's Eye Psionics (reroll duplicates for each target). If the effect usually affects an area, it instead only affects individual creatures.



GRAVEYARDS AND TOMBS

ADVENTURERS VENTURE INTO GRAVEYARDS AND ANCIENT tombs to keep the dead at rest, stop necromancy rituals, and consult the ghosts of wise sages and heroes past.

CORPSE COLLECTOR

Graverobbing is dangerous business, but necromancers need bodies for their experiments. To procure supplies and stay out of danger, these mages build corpse collectors—hulking constructs made of magically reinforced humanoid bones.

Appendages and Spikes. The collector sports four long legs made from compact columns of bone, allowing them to move quickly and avoid other creatures that might try to hinder the construct's grim work. Articulated arms with attached

tools and weapons aid the collector in digging up corpses and fighting enemies.

When the collector obtains a body, the construct impales it on one of the many sharp bones protruding from their back. These spikes secure the corpses and charge them with necrotic energy so the cargo is ready for experimentation when it arrives at the necromancer's door.

Bodies as Weapons. If enemies corner the collector, the construct can use the energy stored within their corpses to turn them into zombie allies or detonate the remains with explosive necrotic energy.

Constructed Nature. A corpse collector doesn't require air, food, drink, or sleep.

CORPSE COLLECTOR

Huge Construct, Unaligned

CR 10 Controller

5,900 XP

Armor Class 15 (natural armor)

Hit Points 184 (16d12 + 80)

Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	8 (-1)	20 (+5)	6 (-2)	10 (+0)	1 (-5)

Damage Immunities necrotic, poison

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

Senses darkvision 60 ft., passive Perception 10

Languages understands the languages of their creator but can't speak

Proficiency Bonus +4

Corpse Carrier. The collector carries 1d6 + 3 corpses, which they can use with Corpse Bomb and Create Zombies.

ACTIONS

Multiattack. The collector makes two Arm attacks. If both attacks hit the same creature, they can use Impale on the target.

Arm. *Melee Weapon Attack:* +9 to hit, reach 10 ft., one target.

Hit: 15 (3d6 + 5) bludgeoning, piercing, or slashing damage (collector's choice).

Impale. The collector chooses one creature they can see within 10 feet of them and attempts to impale the target on their spikes. The target must succeed on a DC 17 Strength saving throw or take 16 (3d10) piercing damage and become restrained until they are freed. A creature restrained in this way takes 16 (3d10) necrotic damage at the start of each of their turns. A creature reduced to 0 hit points by this damage dies and becomes a corpse the collector can use with their Corpse Bomb or Create Zombies. A creature can use their action to make a DC 17 Strength (Athletics) check, freeing themselves or another creature within their reach on a success. If the collector is destroyed, all the creatures restrained by them are freed.

Corpse Bomb. The collector hurls a corpse up to 60 feet, destroying it as it releases necrotic energy in a 20-foot-radius sphere. Each creature in the area must make a DC 17 Constitution saving throw. On a failed save, a creature takes 33 (6d10) necrotic damage and can't regain hit points until the start of the collector's next turn. On a successful save, a creature takes half as much damage and isn't prevented from regaining hit points.

BONUS ACTIONS

Create Zombies. The collector drops any number of corpses from their Corpse Carrier. Each corpse rises as a **zombie** in an unoccupied space within 10 feet of the collector and takes their turn immediately after the collector's.



NEW RULES

LOOKING THROUGH THE STAT BLOCKS IN THIS PREVIEW, you probably noticed some unfamiliar terms. These describe new rules designed to make combat encounters easier to run, more fun, and more memorable.

While there are only a few examples in this document, the final version of *Flee, Mortals!* will feature lots of action-oriented creatures, companions, retainers, and minions.

SAVE ENDS EFFECTS

Some creatures have a trait or action that, on a failed saving throw, imposes a debilitating effect for an extended duration. But sometimes a lucky foe can retry their saving throw and potentially end the effect early—in such situations, the stat block specifies “save ends at start of turn” or “save ends at end of turn.”

When you see this phrase, it means any creature affected by a **save ends effect** like this can repeat the saving throw on each of their turns, ending the effect on themselves early on a success. They can only make that saving throw either at the start or end of their turn, as specified in the stat block.

Here is an example of an attack with a save ends effect from the **goblin cursespitter** stat block:

Toxic Touch. *Melee or Ranged Spell Attack:* +4 to hit, reach 5 ft. or range 30 ft., one target. *Hit:* 7 (2d6) poison damage, and the target must succeed on a DC 12 Constitution saving throw or be poisoned for 1 minute (save ends at end of turn).

BEHIND THE DESIGN: SAVE ENDS EFFECTS

Save ends effects are one way of saving space in stat blocks and making them less complex for GMs to run at the table. Much like how stat blocks just reference the poisoned condition instead of spelling its rules out each time, we didn't want to fill up the pages by repeating long sentences similar to this one: “A target poisoned this way can repeat the saving throw at the end of each of their turns, ending the effect on themselves on a success.”

FLANKED CONDITION

Some creatures in this book list **flanked** as a condition immunity. If your game uses the optional flanking rules in the core rules, then a creature with this immunity can't be flanked.

PRONOUNS

The core rules often use the singular pronoun “it” to refer to a single creature. This book instead uses “they” to clearly delineate between creatures and objects. Objects still use “it” as a singular pronoun.

ACTION-ORIENTED CREATURES

The solo and leader creatures presented in this book are designed to be bosses: enemies that can take on an entire party by themselves or with a handful of underlings. Rather than simply increasing CR (an approach that often leads to

underwhelming encounters), this book introduces **action-oriented creatures**.

A powerful villain needs plenty of opportunities to act and move when it's not their turn. Thus, each action-oriented creature has at least one special bonus action and reaction, as well as a special section with villain actions that let them dominate the battlefield.

These actions make the boss creatures dynamic and formidable. Whether fought as an exciting solo challenge or alongside a few easy-to-run underlings, action-oriented creatures challenge the characters with dramatic and powerful actions in combat.

VILLAIN ACTIONS

Every action-oriented creature has three villain actions they can use after an enemy creature's turn. Villain actions are similar to legendary actions with the following exceptions:

- A creature can only use one villain action per round (as such, villain actions tend to be more powerful than legendary actions).
- Each villain action can only be used once during a combat encounter.
- Each set of villain actions has a recommended round order. These abilities give the battle a logical flow and a cinematic arc.

The first villain action is an **opener**, which shows the characters they're not battling a typical creature. Openers generally deal some damage, summon a lackey or three, buff the boss, debuff the characters, or move the creature into an advantageous position. They're just a taste of what's to come.

The second villain action provides **crowd control**. It typically fires after the heroes have had a chance to respond once or twice, get into position, and surround the villain. This second action helps the villain regain the upper hand. Like an opener, this action comes in many flavors, but it's even more powerful than an opener.

The third and final villain action is an **ultimate move or “ult”**—a showstopper the villain can use to deal a devastating blow to the characters before the end of the battle.

While every creature has a recommended order of actions, you can take villain actions in any order if it makes your fight more dramatic. You could push back a villain action if a creature is stunned or might stay alive for more than three rounds, or you could perform the recommended third action in round two after several surprise critical hits!

UNIQUE CREATURES

The action-oriented creatures in this book are unique. They typically have a specific name and backstory, though you can ignore these if you wish to use the creature's stat block in another way in your campaign. For instance, Queen Bargnot's stat block could be used for any action-oriented goblin in your game.

COMPANION CREATURES

Companions are wild allies that adventure with characters. Each companion has unique traits and actions that make them a great ally. But beware! These creatures can be difficult to control in the heat of battle and just might bite the hand that feeds. Don't fret too much, though! A companion gelatinous cube or owlbear is worth the risk of an occasional wild rampage.

ONE COMPANION PER GROUP

Companions are a lot of fun, but having more than one companion to manage can slow things down at the table. A companion is another member of the party, with statistics and actions to track, and additional companions can easily make combat slow to a crawl. If every player wants to get in on the companion action, it's simpler for the characters to take turns being one creature's caregiver, rather than running around adventuring with a menagerie.

For characters wishing to share a companion, the companion accepts a new caregiver at the end of a short or long rest. Because a companion's proficiency bonus and hit points depend on their caregiver's level, those statistics might fluctuate if the characters in a party are different levels, reflecting that a more experienced caregiver is more adept at directing a companion.

CAREGIVER

Every companion has a player character **caregiver** who commands the creature. The caregiver's player controls the companion most of the time during the game, though the GM can step in to take control if the companion and caregiver are separated, or if the caregiver mistreats the companion in some way.

In combat, a companion shares a turn with their caregiver and acts during the caregiver's turn. A companion can move and use their own reaction and bonus action independently. But they can take only the Dash, Disengage, or Dodge actions unless their caregiver uses a bonus action to command the companion to take a different action, including any of the actions noted in the companion's stat block. A companion must be able to see or hear their caregiver to receive a command. A companion can also take other actions if their caregiver is incapacitated or if the companion enters a rampage (as discussed below).

CHARMED CAREGIVER

A caregiver who is charmed can still command their companion, but they can't command the companion to attack a creature that charmed them.

INCAPACITATED OR ABSENT CAREGIVER

If a companion's caregiver is incapacitated or dies, the GM determines who controls the companion—typically, the caregiver's player can maintain control of their companion as they take a heroic stand against the enemy.

However, in cases where a caregiver and their companion are physically separated, such as when a companion is captured, the GM might wish to take control of the companion to keep the player in suspense about the creature's fate.

NEW CAREGIVER

At the GM's discretion, a companion can abandon a caregiver character and choose a different willing creature as a caregiver.

FEROCITY

Companions are dangerous creatures. Though often more docile than their wild counterparts, they aren't fully domesticated. Each companion's **ferocity** is a measure of their tenacity and fury, and of how those things build in battle. As a companion's ferocity increases, they gain access to powerful new actions, but they also become more difficult for a caregiver to control.

If a companion isn't incapacitated at the start of their and their caregiver's turn, their ferocity increases by 1d4 + the number of hostile creatures within 5 feet of the companion that they can see or hear. For the purpose of increasing ferocity, a group of creatures that share a single stat block (such as a swarm of rats) count as one creature. Ferocity increases round after round during combat, and there is no maximum to the level of ferocity a companion can gain.

RAMPAGE

After rolling to increase ferocity at the start of their turn, if a companion has 10 ferocity or more and isn't incapacitated, they run the risk of entering a **rampage**. The companion's caregiver can make a Wisdom (Animal Handling) check (no action required) to try to stop the companion from entering a rampage. To make the check, the caregiver must not be incapacitated, and the companion must be able to see or hear the caregiver. The DC for the check equals 5 + the companion's ferocity. On a success, the companion acts normally on their turn. On a failure, or if the caregiver doesn't make the check, the companion enters a rampage.

When a companion enters a rampage, they immediately move up to their speed toward the nearest creature they can sense and attack that creature with their signature attack (see below), dealing extra damage equal to half their ferocity if the attack hits. If at least one ally and one enemy are nearest and equidistant to the companion, the caregiver's player rolls any die. On an odd number, the companion attacks an ally. On an even number, the companion attacks an enemy. The caregiver's player determines which specific equidistant ally or enemy the companion engages (and can choose their own character if they wish).

BAG OF RATS

We can already tell that some crafty players are scheming to stuff a bag full of slightly groggy rats, then open that bag up in front of your companion to build up their ferocity during a fight. However, a too-easy target doesn't rile up a companion the way being threatened by an enemy combatant in a battle for survival does. As such, the GM makes the final determination as to what constitutes a hostile creature for the purpose of increasing a companion's ferocity. Likewise, in the same way a swarm of creatures is counted as a single creature for the purpose of increasing ferocity, the GM is free to determine that two or three weak creatures might count as only one creature for that purpose.

A companion who can't reach a creature to attack while in a rampage uses the Dash action to move as far as they can toward the nearest creature they can sense. If a companion can't sense any potential targets, they move as far as they can in a random direction determined by the GM, avoiding danger.

When a companion who has entered a rampage resolves their action or ends their turn, their ferocity drops to 0 and they're no longer in a rampage.

REDUCING FEROCITY

To prevent a companion from entering a dangerous rampage, a caregiver has several options at their disposal for reducing the creature's ferocity.

Ferocity Actions. Each companion has three actions in their stat block that cost ferocity to use. To use one of these ferocity actions, a companion must have a caregiver with a character level equal to or greater than the ferocity action's level, and they must spend the necessary amount of ferocity before they use the action. If the companion doesn't have enough ferocity to spend, they can't use the action.

Ferocity actions always use the companion's action, meaning they can't be used as part of an opportunity attack. Ferocity actions can't be used while a companion is in a rampage.

End of Combat. When a combat encounter involving a companion ends and the companion isn't dying, the companion regains hit points equal to their ferocity, and their ferocity drops to 0. The GM determines when a combat encounter ends, typically at the point when creatures stop acting in initiative order.

DYING COMPANIONS

When a companion is reduced to 0 hit points, they're dying and make death saving throws just as characters do. Characters thus always have a chance to save their furry (or scaly, or slimy, or exoskeletony) friends' lives! If combat ends while a companion is dying, their ferocity drops to 0 but they don't regain hit points (see **End of Combat** above).

STATISTICS

In addition to their ferocity actions, a companion's statistics vary from the statistics of their wild counterparts. This makes a companion easier to run and keeps their power in line with other companions, even as it helps ensure companions never outshine the characters. As somewhat more social versions of wild creatures, companions are often cleverer and more versatile than their untamed counterparts.

HIT DICE

Most creatures without character classes have their Hit Die type determined by their size (d4 for Tiny creatures, d6 for Small creatures, and so forth). Companions are special and use a d8 for Hit Dice regardless of size.

LANGUAGE

A companion shares a unique bond with their caregiver and can understand basic commands in one language chosen by the caregiver. The companion can't read, speak, or write any language, even if similar creatures normally can.

PROFICIENCY BONUS

Because a companion's effectiveness and survivability depend on the training and expertise of their caregiver, a companion's proficiency bonus is equal to their caregiver's proficiency bonus. Additionally, some of a companion's statistics refer to their proficiency bonus, abbreviated as PB. Other statistics use a number of dice equal to a companion's proficiency bonus and are expressed with PB in place of the number of dice. For example, if a companion has a +2 proficiency bonus, PBd6 means 2d6.

SIGNATURE ATTACK

Each companion has an action designated as their **signature attack**. A signature attack is always a melee attack, and typically the creature's best natural attack. A companion uses their signature attack when they enter a rampage.

Each companion also has special actions that they can use only by spending ferocity during their turn, with some of those actions making use of the companion's signature attack. See **Reducing Ferocity** above for more information on ferocity actions.

COMPANION MOUNTS

Many companions are large enough to ride, especially by caregivers who are Small, when outfitted with an exotic saddle similar to those worn by aquatic or flying mounts. When a caregiver rides a companion into combat, not much actually changes. The caregiver and companion still each act on the same turn, and the caregiver must use their bonus action to direct the companion to take any action other than the Dash, Disengage, or Dodge actions. Under some circumstances, a companion might allow themselves to be ridden by a creature other than their caregiver, though that other creature can't give the companion commands.

If a companion bearing a rider rampages, that rider counts as being within 5 feet of the companion when determining which creature the companion attacks. If a companion attacks their rider, they have disadvantage on the attack roll.

COMPANION BARDING

At the GM's discretion, characters can purchase barding for a companion, as discussed in the core rules, with the following adjustments:

- Barding for Small companions weighs half as much as the equivalent armor for Humanoids. Barding for Medium companions weighs the same as Humanoid armor, while barding for Large companions weighs four times as much.
- Companions are proficient in any barding they wear.
- When a companion wears barding, they don't add their caregiver's proficiency bonus to their AC.
- Companions who are shapechangers (such as the mimic companion) can't use that ability while wearing barding.
- Companions who have corrosive bodies or are amorphous (such as the gelatinous cube companion) can't wear nonmagical barding.

ENCOUNTER BALANCE

Unless a caregiver has the *beastheart class*, the GM should consider a companion as akin to a powerful combat-focused magic item when building encounters. A companion gives a party a significant power boost, not just by dishing out more damage and providing more hit points for enemies to target, but also by creating complications that can make a fight more challenging for the party's foes. GMs can adjust encounter difficulty by one step (from easy to medium, hard to deadly, and so forth) to properly challenge a group of characters with a companion, particularly if the characters' average level is 7th or lower.

NPCs WITH COMPANIONS

Companion creatures are designed to accompany player characters on adventures. If an NPC has a pet or creature servant, it's recommended you use the creature's normal stat block. For instance, if an NPC ranger has an owlbear they work with, that creature would use the normal *owlbear* stat block and be played by the GM as normal. But if the characters are charged with rescuing a fallen druid NPC's owlbear pet from the clutches of a villain, the GM can choose to instead make that an *owlbear companion*, allowing the creature to join their rescuers and become part of subsequent adventures.

RETAINERS

A **retainer** is a Humanoid that adventures alongside the player characters. Each retainer is a less experienced adventurer that a player character can take under their wing.

Rules for retainers first appeared in *Strongholds & Followers*. This book contains updated rules for these followers.

MENTOR

Every retainer has a player character **mentor**. A retainer's mentor gives them orders, and the mentor's player also controls the retainer. A retainer acts on the same initiative count as their mentor in combat, acting immediately after the mentor. As a mentor gains experience and levels up, so does their retainer.

DYING RETAINERS

When a retainer is reduced to 0 hit points, they're dying and make death saving throws just as characters do.

STATISTICS

A retainer's stat block is simple and easy to run, so that a player who has to manage a complex character doesn't get overwhelmed with even more details.

LEVEL

A retainer's level is always 1 less than their mentor's level (minimum 1 and maximum 19).

ARMOR CLASS

A retainer has light, medium, or heavy armor. The specific armor they're wearing is a detail below this system's level of abstraction.

- Light armor is AC 13.
- Medium armor is AC 15.
- Heavy armor is AC 18.

HIT POINTS AND HIT DICE

A retainer's hit point maximum is based on their Hit Dice:

- A retainer that uses a d8 for Hit Dice has a hit point maximum of 8 + eight times their level.
- A retainer that uses a d10 for Hit Dice has a hit point maximum of 9 + nine times their level.
- A retainer that uses a d12 for Hit Dice has a hit point maximum of 10 + ten times their level.

Retainers have higher than average hit points because they fight alongside characters of a higher level. The GM often awards characters with retainers for a job well done, sometimes in lieu of other treasure. Such rewards shouldn't be lost so easily.

ABILITIES AND SKILLS

A retainer has a primary ability and skill proficiencies.

- They make ability checks with a +3 bonus.
- They gain an additional +1 bonus to ability checks made with their primary ability.
- They gain an additional +2 bonus to ability checks made with one of their primary skills.

SAVING THROWS

A retainer has a +3 bonus to saving throws and gains an additional +3 bonus (for a total of +6) on saving throws they make with proficiency, which are listed in their stat block.

FEATURES

All retainers begin with a signature attack they can make using the Attack action each round. At 7th level, retainers can make two signature attacks per round. Retainers have +6 bonus to all attack rolls. At the GM's discretion, a retainer's bonus to attack rolls could improve by 1 at 5th and 7th level.

A retainer gains new features they can use at 3rd, 5th, and 7th levels. Each of these new features can only be used once every 10 minutes, and each is limited in the number of times per day it can be used as indicated in the retainer's stat block.

SPELLS AND DCs

Retainers' spells and features that require a saving throw start at DC 13 at 3rd level, improve to DC 14 at 5th level, and finally improve to DC 15 at 7th level. If a retainer makes a spell attack, it uses the bonus that retainers get to all attacks.

GEAR

Unless provisions are specifically made otherwise, a retainer has clothes, a suit of armor, a weapon, and an explorer's pack. If the retainer casts spells, they also carry a spellcasting implement.

Magic Items. Retainers can use magic items like anyone else! A *+1 weapon* increases their attack and damage rolls by 1, and *+1 armor* of the appropriate type (light, medium, or heavy), increases their AC by 1.

One happy side effect of having followers is that a player character can always pass your obsolete items on to them. Low-level items, once useless as treasure for high-level characters, now have a use!

OPTIONAL RULE: SHARED ATTACKS

If a player wants to speed up their retainer's turn, they can use this rule at the GM's discretion.

If a mentor player character makes an attack on their turn, they can declare it is a shared attack. If the attack hits, the retainer also hits with their signature attack on the subsequent turn, even if they attack a different target, because the mentor's success inspired the retainer.

If the mentor misses with a shared attack, makes fewer attacks than the retainer can, or simply doesn't attack on their turn, then the retainer makes an attack roll on their turn if they use their signature attack.

MINIONS

Minions are weak foes that allow GMs to create dramatic combat encounters with hordes of enemies without overwhelming the characters. In fact, an encounter with minions makes characters feel heroic, since they can take on a myriad of foes and live to tell the tale.

However, minions still make threatening foes. Killing a minion still requires penetrating their defenses, and characters can't just shrug off damage from minion attacks.

So how do minions make running a horde of enemies quick and easy for the GM?

- Minions are simple to run. Their stat blocks are small and uncomplicated.
- Minions act quickly. They don't multiattack, roll for damage, or take bonus actions or reactions, so their turns aren't long.
- Minions die fast. A character can kill several minions with a single weapon attack!
- Minions have strength in numbers. Their attacks can be grouped together to make them deadlier and faster to use at the table.

NO HIT DICE

Minions have hit points but no Hit Dice, simplifying their design. Minions can't spend Hit Dice to heal during a short rest because they have none.

NO DAMAGE ROLLS

Minions don't roll for damage because their attacks deal a static amount of damage. They also can't score critical hits.

SHARED TURNS

Typically, all minions of the same stat block act on the same turn. Since they share a turn, the minions can each move into position then each use an action if they wish, instead of each moving and taking an action individually.

MINION TRAIT

Every minion has the Minion trait, which affects the creature in the following ways:

- If the minion takes any damage from an attack or as the result of a failed saving throw, their hit points are reduced to 0.
- If the minion takes damage from another effect, they die if the damage equals or exceeds their hit point maximum, otherwise they take no damage.

BEHIND THE DESIGN: MINION TRAIT

You might ask, why not just give minions 1 hit point and take no damage when they save for half, like in fourth edition? First, spells that use a creature's hit points to determine effectiveness—like *color spray* and *sleep*—would devastate all minions, even those meant to challenge high-level characters. These spells are still effective against minions, just not devastating!

Second, spells and effects that deal damage without any attack roll or save—like *magic missile* and *spike growth*—would lay waste to minions with 1 hit point. This fits the fiction for minions with low challenge ratings, like goblins and zombies. But the balance of combat and fiction breaks down to near-silliness at higher levels when the same spells easily take down powerful devil minions.

Finally, high-level spells with a save for half damage—like *fireball* or *meteor swarm*—would feel wasted against minions with 1 hit point. Why use a higher-level spell when a lower-level one will do? Similarly, the fourth edition design could lead to a kobold minion illogically surviving a *fireball* spell while a "stronger" standard kobold next to them dies, despite both creatures succeeding on their saving throw. By contrast, under this book's minion rules, spellcasters still have a good reason to use high-level spells against minions.

OVERKILL ATTACKS

Powerful weapon attacks can kill more than one minion in a single maneuver called an **overkill attack**.

As already discussed, a weapon attack requires only 1 point of damage to reduce a minion to 0 hit points, regardless of their hit point maximum. However, when a weapon attack's damage does exceed the target minion's hit point maximum, the attack becomes an **overkill attack** and the damage dealt beyond the minion's hit point maximum becomes **overkill damage**.

Overkill damage can be applied to a second minion that has the same stat block as the target and is in overkill range (see below). Damage against the second minion is counted as if you made a weapon attack against them; since it only takes 1 point of weapon damage to reduce a minion to 0 hit points, *any* amount of overkill damage immediately knocks them out. But wait, it gets better—if the initial attack's overkill damage exceeds the second minion's hit point maximum, the leftover overkill damage can roll over to a third minion, and so on! In other words, for each time the overkill damage exceeds the new target's hit point maximum, the attacker can choose an additional minion to reduce to 0 hit points.

For example, when a weapon attack deals 18 damage to a minion with a hit point maximum of 5, the overkill damage is 13. If there are three additional minions of the same stat block in overkill range, they can all three be immediately reduced to 0 hit points, since the overkill damage exceeded the target's hit point maximum more than twice over.

Overkill attacks can't be made as part of an opportunity attack.

OVERKILL RANGE

Minions must be within a certain range to qualify for an overkill attack, determined by whether the attack is a melee or ranged attack.

Melee Overkill Attacks. When a creature hits a minion with a melee weapon attack, other minions within reach of the attack are in **overkill range** and can be chosen as additional targets for an overkill attack. The overkill attack can't target minions outside the weapon attack's reach.

Lady Ulnock the paladin battles a horde of goblin minions (each with 6 hit points). She hits a goblin minion with her longsword and uses Divine Smite, dealing 8 slashing damage and 11 radiant damage to the target for a total of 19 damage. Since Lady Ulnock dealt 13 points of overkill damage—more than the hit point maximum of two additional minions—she can choose up to three additional goblin minions within 5 feet of her (the reach of her longsword attack) and reduce them to 0 hit points. If there are no other goblin minions within 5 feet of Lady Ulnock, she can't damage additional minions with this attack.

Ranged Overkill Attacks. When a creature hits a minion with a ranged weapon attack, other minions in a line originating from the creature in the direction of the target, to a distance equal to the weapon's short range, are in **overkill range** and can be chosen as additional targets for an overkill attack. The overkill attack can't target minions outside the line or beyond the weapon's short range.

Perigold Quickfingers the rogue is hidden and takes aim at a group of zombie minions (each with 6 hit points) with his light crossbow (which has a short range of 80 feet). He hits a zombie minion with his crossbow, dealing extra damage thanks to his Sneak Attack, for a total of 14 damage. Since Perigold dealt 8 points of overkill damage—more than the hit point maximum of one additional minion—he can choose up to two additional zombie minions in an 80-foot-long line extending from Perigold in the direction of the target, reducing them to 0 hit points. If there are no other zombie minions in the line, then Perigold can't damage other minions with this attack.

GROUP ATTACKS

Each minion has a **group attack** action that speeds up play. In a group attack, two to five minions of the same stat block that share a turn can all use their action to take the same action and attack one target, provided the target is within the attack's reach or range for each minion.

- Make a single attack roll for the group attack. It counts as one attack.
- A group attack roll gains a +1 bonus to the attack roll for every minion in the attack. (For example, if four goblin minions make a group attack together, the attack roll gains a +4 bonus.)
- If the group attack hits, multiply the damage by the number of minions that made the group attack. (For example, if four goblin minions hit with a group attack that deals 1 damage, their group attack deals 4 damage.)

The GM decides how many minions participate in a group attack. For instance, if five minions surround a target, the GM may decide to have all five attack at once to speed up combat, or may break up the attacks among smaller groups in order to increase the odds that some minions hit while others miss. A single minion can even use their group attack action on

their own—they make the attack as a normal creature would, and simply don't benefit from any group bonuses.

ADVANTAGE AND DISADVANTAGE

A group attack is only made with advantage or disadvantage if all the minions making the group attack have advantage or disadvantage on the attack roll. Otherwise, the attack is made without advantage or disadvantage.

TARGET RESPONSE EFFECTS

If a group attack triggers a reaction or similar effect that would normally affect a single attacker, such as the *fire shield* or *hellish rebuke* spell, the target of the group attack picks one minion that was part of the attack to be affected by the effect.

GROUP OPPORTUNITY ATTACKS

If a creature provokes an opportunity attack from more than one minion of the same stat block at a time and those minions have a melee group attack action, the minions can each use their reaction to make a group attack as an opportunity attack.

OPTIONAL RULE: GROUP SAVES

Though minions often make saving throws individually, there are times when rolling individual saves for each minion could slow down the action, like when a cleric surrounded by eighteen specter minions uses *Turn Undead*.

When many minions with the same stat block need to make a saving throw against the same effect at the same time, you can make one saving throw for a group of up to five minions at a time. All minions in a group use the result of the saving throw.

For instance, if thirty-four goblin minions need to make a saving throw against a *hypnotic pattern* spell, the minions would make a total of seven saving throws against the spell: six for thirty minions divided into six groups of five, and one more save for the remaining group of four minions.

OPTIONAL RULE: TOUGH MINIONS

Minions of a higher challenge rating, such as abyssal ghouls or fire giants, make powerful foes. Consequently, it could break the game's verisimilitude for an NPC commoner to kill such a minion with a single attack. To keep minions believable, you can use the following rule.

When a minion's challenge rating is at least 6 higher than an NPC's challenge rating, that NPC's actions and traits affect a minion as if they didn't have the Minion trait, reducing the minion's hit points like a normal creature instead of automatically dropping them to 0.

This rule shouldn't be applied to player characters—they're heroes who can always kill a minion in one hit.

SPECIAL TRAITS

Many minions have traits that give them strength in numbers but become less powerful as their allies are defeated. For example, an enemy that starts their turn within 5 feet of three or more goblin minions must succeed on a saving throw or take damage from *Tiny Stabs*.

CHALLENGE RATINGS

Minions have a challenge rating just like any other creature. However, their experience point value is one-fifth that of a standard creature of the same challenge rating. Aside from their damage output and the Minion trait, a minion's statistics are on par with a creature of the same challenge rating.

When the rules reference a challenge rating, such as the *polymorph* spell or the cleric's Destroy Undead feature, use the minion's listed challenge rating as normal. For instance, a 5th-level cleric can affect Undead creatures with a challenge rating of 1/2 or lower with their Destroy Undead feature—so this feature can affect zombie minions (CR 1/4) but not specter minions (CR 1).

BUILDING MINION ENCOUNTERS

Minions present opportunities for memorable, cinematic encounters. Keep the following tips in mind to achieve maximum fun while planning and running combat encounters with minions.

ENCOUNTER DIFFICULTY

When building encounters against a single foe, the core rules advise matching the characters with a creature whose CR is close to the average party level. What happens when you add minions to the mix?

Remember that a minion is worth only a fifth of the experience points of normal creatures of that challenge rating. Similarly, when building encounters, five minions count as just one creature for the purpose of calculating encounter difficulty.

Unlike standard creatures, it's difficult for a group of minions to challenge characters if their challenge rating is at least 2 lower than the average party level. In general, avoid using such minions unless you want to build a trivial combat encounter. You can increase a minion's challenge rating using the rules in **Modifying and Making Minions**.

TELL YOUR PLAYERS

While it's tempting to pit your unsuspecting players against a horde of fire giants just to watch their eyes pop out of their faces in surprise, minion encounters are more fun overall if you share the rules for minions with your players before they get into an encounter. They'll understand how overkill and group attacks work, spend their resources more efficiently, and be able to help you track the fight more easily, which is worth a lot more than the shock value of a sea of foes the players don't know are minions.

If you want the best of both worlds, end a session with the characters confronting a horde of creatures before rolling initiative. At the start of the next session, reveal those creatures are minions and share the rules.

NOT TOO MANY

When you're planning your encounters, think of five minions as one creature. While it might be exciting to throw a hundred minions at the characters, that's like them facing twenty standard creatures. It can be done and might even be fun, but it's

not the typical minion experience and results in a much longer battle than normal. Keep the following tips in mind when adding minions to an encounter:

- When the characters are 10th level or lower, most encounters work well with ten to twenty minions in addition to other creatures.
- When the characters are 11th level or higher, they're more efficient at killing minions, and many of the poor critters will die before they even act. Most high-level encounters work well with twenty to thirty minions.
- If you find mid-battle that minions are dying too quickly to present a challenge, you can have reinforcements join the fray.

ADD STANDARD CREATURES

Minion encounters become more dynamic if you add some standard creatures allied with the minions. A hag coven surrounded by ogre minions or a red dragon tyrant commanding fire giant minions present more interesting encounters than copies of the same enemy, challenging the characters to use diverse tactics.

CUT THE CHOKE POINTS

Since minions are most effective in numbers, avoid encounters in cramped dungeon tunnels and similar choke points. Combat becomes dull in tight quarters if only a couple minions can attack at a time.

MODIFYING AND MAKING MINIONS

You can increase a minion's challenge rating or create new minions using the Minion Statistics by Challenge Rating table. To change an existing minion's challenge rating, adjust their proficiency bonus, hit points, and damage dealt by their attacks. If a minion's proficiency bonus changes, their AC, attack bonuses, and the DC for ability checks and saving throws made to resist the minion's traits and actions

MINION BANDS

A combat encounter with more than five minions per character can become deadly if all minions act on the same turn. The characters cut down minion hordes on their turns but then suffer massive damage as a sea of minions pour down on them. While many groups like this challenge, you have the option to divide the minions into different bands that act on different initiative counts. If you do this, minions can only join group attacks with minions in the same band. At the start of a new round, two or more bands of minions can reorganize into one band, acting on the lowest initiative count of the bands that combined.

If you divide minions into bands, be sure to distinguish which minions belong together. For gridded combat, you could use a colored marker for each miniature, or in a theater of the mind encounter, try group descriptors like "zombie dwarves" and "zombie elves."

modifier, consider giving the creature natural armor that grants a bonus to AC equal to their proficiency bonus.

The table is merely a guide—feel free to tweak the math to get the specific minion you desire.

SAMPLE MINION

Now that you know all about how minions work, we wanted to give you a bonus sample stat block to try. Who doesn't love cutting through a horde of zombies?

ZOMBIE MINION <i>Medium Undead, Typically Neutral Evil</i>	CR 1/4 Minion 10 XP
--	--------------------------------------

Armor Class 8

Hit Points 6

Speed 20 ft.

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

Damage Immunities poison

Condition Immunities poisoned

Senses darkvision 60 ft., passive Perception 8

Languages understands the languages it knew in life but can't speak

Proficiency Bonus +2

Minion. If the minion takes damage from an attack or as the result of a failed saving throw, their hit points are reduced to 0. If the minion takes damage from another effect, they die if the damage equals or exceeds their hit point maximum, otherwise they take no damage.

Overwhelm. If a visible enemy starts their turn within 5 feet of three or more zombie minions, the enemy's speed is reduced by 5 feet for each zombie minion within 5 feet (to a minimum speed of 0 feet) until the start of their next turn. If the enemy's walking speed is reduced to 0, they are restrained until the start of their next turn.

Rise Again. The first time a zombie minion is reduced to 0 hit points, they return to life at the start of their next turn with 6 hit points.

ACTIONS

Slam (Group Attack). *Melee Weapon Attack:* +3 to hit, one target. *Hit:* 1 bludgeoning damage.

MINION STATISTICS BY CHALLENGE RATING

CR	Prof. Bonus	Hit Points	Damage
0	+2	≤4	1
1/8	+2	5	1
1/4	+2	6	1
1/2	+2	7–8	1
1	+2	9–10	2
2	+2	11–12	3
3	+2	13–14	4
4	+2	15–16	5
5	+3	17–18	6
6	+3	19–20	7
7	+3	21–22	8
8	+3	23–24	9
9	+4	25–26	10
10	+4	27–28	11
11	+4	29–30	12
12	+4	31–32	13
13	+5	33–34	14
14	+5	35–36	15
15	+5	37–38	16
16	+5	39–40	17
17	+6	41–42	18
18	+6	43–44	19
19	+6	45–46	20
20	+6	47–49	21
21	+7	50–52	22
22	+7	53–55	23
23	+7	56–58	24
24	+7	59–61	25
25	+8	62–64	26
26	+8	65–67	27
27	+8	68–70	28
28	+8	71–73	29
29	+9	74–76	30
30	+9	77–80	31



OPEN GAME LICENSE VERSION 1.0A

The following text is the property of Wizards of the Coast, Inc. and is Copyright 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. Definitions: (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts; creatures characters; stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. The License: This License applies to any Open Game Content that contains a notice indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.

3. Offer and Acceptance: By Using the Open Game Content You indicate Your acceptance of the terms of this License.

4. Grant and Consideration: In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

5. Representation of Authority to Contribute: If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

6. Notice of License Copyright: You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.

7. Use of Product Identity: You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

8. Identification: If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.

9. Updating the License: Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy, modify and distribute any Open Game Content originally distributed under any version of this License.

10. Copy of this License: You MUST include a copy of this License with every copy of the Open Game Content You Distribute.

11. Use of Contributor Credits: You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.

12. Inability to Comply: If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

13. Termination: This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

14. Reformation: If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15. COPYRIGHT NOTICE

Open Game License v 1.0a Copyright 2000, Wizards of the Coast, Inc.

System Reference Document Copyright 2000–2003, Wizards of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, Rich Baker, Andy Collins, David Noonan, Rich Redman, Bruce R. Cordell, John D. Rateliff, Thomas Reid, James Wyatt, based on original material by E. Gary Gygax and Dave Arneson.

All other content © 2022 MCDM Productions, LLC.

Authors: Matthew Colville, James Introcaso, Makenzie De Armas