UNDERWORLD PLAYER'S GUIDE

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UNDERWORLD PLAYER'S GUIDE

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Organizations

The undead rule two large swaths of territory in Midgard: one below the surface and one on it. In both territories, the living are second-rate citizens at best and viewed primarily as food by their undead masters. The years of successful control of these territories has led many of the undead lords to existences of decadence and increasing corruption. Inevitably, this kind of oppression and corruption leads people to unite against their corrupt lords.

The Order of the Ebon Star

When the Ghoul Imperium lent aid to the vampires of Morgau and Doresh, filing out of tunnels beneath Tannenbirg Castle and assisting them in the taking of Krakova, now Krakovar, they did so at the directive of their Emperor Nicoforus the Pale, and they did so without question. When the emperor sent his forces northeast to Wallenbirg, they went without hesitation. And as a result, the taking of Krakova was swift. Darakhul forces rejoiced in their success, and the emperor, through his alliance with the vampires, was the most fruitful of all.

It is said all ghouls are faithful to their Emperor, but even among creatures that can see in the dark, some details are missed, some actions left unseen. While the Ghoul Imperium appeared stronger and more successful than ever, some of the forces instrumental in the shift of power, including Hesstia Daarmirve, began to question the Emperor's concern for them and became uneasy with the vampire alliance. And so was born the Order of the Ebon Star.

HESSTIA DAARMIRVE

Hesstia Daarmirve (LE female dragonborn darakhul), led a small, stealthy contingent of cutthroats from the ghouls' dark empire into the bowels of Tannenbirg Castle. From this staging area, the darakhul swiftly slaughtered the castle's unsuspecting guards while taking few losses. This gained Hesstia the notice of her superiors and the task of leading the ghoul vanguard into Wallenbirg. Once again, her initial assault left little for the Knights Incorporeal to mop up when the time for the full assault came.

In the weeks following the taking of Krakova, Hesstia began to resent her ruler. Despite all their efforts, Hesstia and her surviving companions saw little reward, yet rumor surfaced of Emperor Nicoforus the Pale being surrounded by more bodies than ever to feast on. It seemed promises that had been made were being delivered, but Hesstia felt uneasy and, for the first time, questioned her ruler.

Shortly after this, while walking above ground just before the first rays of the sun appeared on the horizon, Hesstia had a vision. A woman surrounded by swirling stars as dark as the darkest sky can be spoke to her and offered her the chance to walk unhindered by day. The being promised aid in exchange for Hesstia taking up her mantle. Both questioning her ruler and awed at the power of the being who granted the sleepless darakhul a vision, Hesstia agreed without hesitation.

Born a dragonkin and turned shortly after puberty, Hesstia is a smart, fierce individual who showed much promise in her days with the Ghoul Imperium. Her height and commanding presence give her an air of authority, and her divine connection to one who grants her followers freedom from their daylight sensitivity has made her a

leader to those who seek change. Until embracing her vision, Hesstia was unwaveringly loyal to the Imperium; her dedication to the Queen of Night and Magic is steadfast.

THE ORDER'S ORGANIZATION

Comprised almost entirely of ghoul defectors from the Ghoul Imperium, the order is hunted as much as it hunts, and, for this reason, it exists in small mobile cells, remaining at one location no more than a few days or weeks before moving on.

Units are usually comprised of: an **iron ghoul** (*Tome of Beasts*, p. 221); a darakhul **mage** or **necrophage ghast** (*Creature Codex*, p. 175); and 10 **imperial ghouls** (*Tome of Beasts*, p. 220).

Specialized groups of the order exist and can be comprised of **darakhul shadowmancers** (*Creature Codex*, p. 173), darakhul **knights**, darakhul **blood mages** (*Creature Codex*, p. 397), and darakhul **black knight commanders** (*Tome of Beasts*, p. 418).

Other members of the order work away from their fellows, scouting out potential ways to strike at the vampires and the Ghoul Imperium. These individuals may enact their plans on their own, call on a unit to assist them, or work with groups outside of the order. In the case of the latter, the group may or may not be aware of the order's existence or assistance. Sometimes multiple units of the order converge, assisting each other with missions of significant import.

WORSHIP OF SARASTRA

Members of the Order of the Ebon Star follow the Queen of Night and Magic, who aids in their fight against the ghouls and vampires who wish to push them into servitude. Shrines to Sarastra can be found in areas the order has laid roots for a time, and each member of the order wears a crest of an ebon star to denote their dedication.

The order has an uneasy alliance with the churches of Sarastra. Most of her other followers have difficulty understanding what their queen wishes from these undead servitors and, while they have little desire to question their fickle goddess' whims, they also wish to protect their own lives. For this reason, the order remains insular, keeping to itself and avoiding contact with outside parties when possible. Churches of Sarastra that have lent aid to the order have done so only briefly, sheltering those who are too wounded to continue their travels.

OUTSIDE RELATIONSHIPS

Viewed as traitors by other undead and feared by the living, the Order of the Ebon Star has few allies, and those they do have are tenuous.

Darakhul defectors are quickly replaced in the Ghoul Imperium—those defecting do not reduce the emperor's numbers, but their treacherous actions upset the Imperium. Most ghouls and vampires attack the order on sight, and few parlay even briefly with these deserters. The order, eager to survive, has no love lost for allies of Emperor Nicoforus the Pale.

The reaver dwarves based at Skorgarholm and Jozht wish to see their own territory expand and the undead fall, but they have little interest in working with other undead to accomplish this. The order gives the dwarves a wide berth, and in return, the dwarves generally avoid killing those undead bearing the dark eight-pointed star.

Queen Urzula views the order as an enemy since most of its forces played a part in her defeat. She has been unwilling to even parlay with members, and an alliance with her and her people seems impossible.

Adventuring parties eager to fight back the undead have managed to work with cells of the order with varying degrees of success. Those groups wishing to destroy all undead or who attempt to trick members of the order into an alliance before attacking them find the order unamenable to such activities. Those who are willing to use less conventional means of striking out at the vampires and darakhul in the region find the Queen of Night and Magic's undead followers eager to assist.

RECLAIMING THEIR RIGHTS

The Order of the Ebon Star focuses much of their wrath on vampires: the undead creatures who live so easily on the surface, the foul beasts who convinced their kind to join forces. While the darakhul continued to serve the emperor, their undead partners began to live a life of opulence. The order can see the battles they faced were fought for the vampires alone, and those of the order believe any benefits the darakhul have gained have been negligible in comparison and often at great expense. The vampires have corrupted the Imperium; their forces must be dwindled, and Emperor Nicoforus the Pale must be removed from his seat of power.

GROWING FORCES

Swaying the minds of the subservient darakhul is no easy task, but some members of the order endeavor to do just that. Infiltrating the Imperium they were once a part of, these brave undead seek out any cracks they can widen, separating individuals from the misled mass.

Given the difficulty of this task, members of the order have been known to turn to creation to reinforce their numbers. This is not lightly done and must be done carefully so as to indoctrinate those who are to be turned to their cause. Often, these new recruits are either vampire-hunting experts or victims of undead that follow the Emperor's rule—or sometimes both.

The most notable of these recruits is Tyrik Benion, a dwarf darakhul **graveslayer** (*Creature Codex*, p. 400) who at a young age found his parents brutally murdered by a hungry vampire. Vowing vengeance, Tyrik devoted his life to the destruction of these undead abominations. After numerous foiled attempts to kill the vampire and with a wake of dead innocents behind him, Tyrik was approached by Hesstia herself. The persuasive dragonborn darakhul offered the dispirited dwarf a chance to continue his crusade against his hated vampire foes. Forever.

SARASTRAN GHOULS

The eyes of ghouls who have truly embraced the worship of the Queen of Night and Magic darken to near black with white motes that seem to swirl and drift across their pupils. They find they no longer suffer from the sunlight sensitivity plaguing others of their kind.

THE CODE OF THE ORDER

Members of the Order of the Ebon Star are tricky and deceitful, but they all adhere to the same code. Forced for much of their existence to live in the shadows, they now find much solace in their worship of the Queen of Night and Magic. Their tenets include the following affirmations:

- Vampire-kind has infected the Ghoul Imperium. We save what we can and cleanse what we must.
- The Queen of Night and Magic guides us. With her aid we see what our fellows cannot.
- Enemies of our enemies can be allies, but we must always be ready for their inevitable betrayal.
- There is a new way, if only one is willing to open their eyes and embrace the Queen.

PLAYING A MEMBER OF THE ORDER OF THE EBON STAR

If you are interested in playing a character who is part of the Order of the Ebon Star, the Herald of the Ebon Star roguish archetype and the Path of the Ebon Star barbarian primal path (see the Class Options chapter) are directly related to the order. The Ghoul Imperium Deserter background on page 49 is recommended, though not required, if you plan to play a darakhul or dhampir character. If you are playing a member of the order that isn't a darakhul or dhampir, work with your GM to determine how and why your character joined the order. If you are playing a member of the order that is a darakhul or dhampir, work with your GM to determine what, if anything, you know about the Ghoul Imperium from your life before the order, referencing the Underworld Gazetteer in *Empire of the Ghouls*, if necessary.

Though she isn't always openly worshiped, every member of the Order of the Ebon Star pays respect to Sarastra, the Queen of Night and Magic. Their respect is more practical than spiritual, however, as Sarastra often takes a direct hand in the order's actions. Those ghouls who have proven particularly useful or who happen to earn her fickle favor that day are blessed with a measure of her power and no longer fear sunlight. If you are playing a darakhul member of the order, check with your GM to determine if your character has received this blessing from Sarastra—and what, if anything, she requests in return—before removing your Sunlight Sensitivity racial trait. More information about Sarastra and her faith can be found in the *Midgard Worldbook* on page 371.

The Red Winter

This splinter cult of Marena worshipers is young, but growing in strength and numbers. With the capture and annexation of Krakova by the Greater Duchy of Morgau, the Red Winter has grown in strength, taking in members from the ranks of those disaffected from, displaced by, and dissatisfied with vampiric rule. The Red Winter works patiently, in secret, against Marena's orthodoxy. They are confident in their cause, certain that they are just as worthy in the eyes of Marena as the bloodsuckers they oppose.

THE RED WINTER VS. THE RED SISTERS

While the Red Winter works in direct opposition to the Red Sisters, the two cults have much in common. They both swear loyalty to Marena and indulge in dark blood rites such as flagellation, torture, and sacrifice, as well as orgiastic rituals and other expressions of lust to please their goddess. Many of their interpretations of scripture are compatible and their religious services nearly identical. The main point of contention is the role of the vampire. While the Red Sisters work to secure the vampire's power and help them expand, the Red Winter sees the living being subservient to the undead as heresy. Vampires as servants or allies are acceptable, but to submit to their will as chattel is something the Red Winter sees as abominable. While many of the Red Winter want to destroy the vampires outright, Cardinal Brailas would be amenable to sparing those willing to submit to the rule of the church while abdicating their thrones. After all, they are Marena's children too; they simply need to learn their place.

THE CLERGY OF WINTER

Most of the Red Winter's members come from the conquered lands of Morgau. These recruits range from escaped peasants to outcast nobles that fled their lands rather than become undead. All have some reason to want the vampires gone. The leaders are typically clerics of Marena, those whose theology differs greatly from the orthodox teachings in Morgau. Most are human, but anyone is welcome to join the Red Winter—as long as they are one of the living. Their ceremonial vestments are red like the orthodox members of the clergy, but they often have white linings or trim or snowflake patterns embroidered upon them. These markings and patterns symbolize winter, both as the season over which Marena rules and as a metaphor for the end of their enemies, which looms inevitable.

The current leader of the Red Winter is Cardinal Vika Brailas (LE female human **war priest** [*Creature Codex*, p. 411]). Her current base of operations is in the city of Jozht. Cardinal Brailas often sets people off balance when they first meet her. She is companionable and has a sense of humor, if somewhat dark, that surprises strangers. Her devotion is unquestionable, but she is approachable (especially by those she deems physically attractive) and makes friends easily. Beneath this open, welcoming demeanor lies a calculating mind. The Cardinal is always taking mental inventory of those she meets, assessing their strengths and weaknesses, how they may serve the Red Winter and in what capacity. Those that form ties with her soon find they are binding. She does not give anything away for free and always remembers a debt owed or service rendered.

THE RED WINTER IN MIDGARD

Small cells of the Red Winter can be found throughout the Greater Duchy of Morgau, with most of them concentrated in Krakovar. They also maintain a presence in the territories surrounding Morgau, mostly in Jozht and the Rothenian Plain. The are often hidden in plain sight, pretending to be part of the regular motions of their surroundings, not revealing themselves or their goals to anyone, even outside of Morgau. Brothels are often fronts for the Red Winter's activities. Active members are also found in hospitals and working as midwives.

ERADICATING THE BLOODLESS

The Red Winter believes the vampires have subverted the natural order of things. Marena is the Blood Maiden. Vampires have no blood except that which they take from the living, whether offered freely or by force. They are parasites. The vessels of their bounty are the truly blessed of Marena—it is the living who live by blood and lust, while the undead are but hollow shells whose manner of procreation and hunger for blood are mere pantomimes of reality. Having vampires rule over the living is an inversion of the proper order.

Many have had their lives ruined by the expansion of the vampire kingdom. Marena also has purview over Justice, and it is Justice the cult seeks—a proper vengeance on the parasites that have overreached their station and a reckoning that will put the scales back in balance. This is the Red Winter. A final, cold season when the snows run red with stolen blood, spilled from the thieves who took it.

Ultimately, the Red Winter wishes control of Morgau wrested from the vampires. Whether it remains a united country or is once again divided into its original principalities is unimportant, so long as those who rule the lands recognize Marena's worship as predominant and accept the advice of its clergy. The leaders have kept careful records of the remaining noble bloodlines that have not succumbed to vampirism, and they have a list of likely candidates to raise to positions of rulership when they succeed in their mission.

WAGING A SUBTLE WAR

The Red Winter does not have the numbers or political power to work openly, forcing them to worship and work in secret. Anyone who is found to be a promising new member is approached cautiously. The ceremony performed to induct new members is always done during daylight, to ensure no vampires infiltrate their ranks. Even then, initiates are typically shadowed by a vetted member for months to ensure they aren't spies. Secret signs, symbols, and phrases are used to identify one another. One such symbol is three crossed lines of red on a pale background, which is often casually made when cleaning blood with a rag.

Much of the work of the Red Winter is done through subtle sabotage and guiding influence. Those of the Red Winter inserted into the orthodox hierarchy of Marena often look for loyal members of the church to influence, seeking those that bear resentment against the vampires and giving them support and encouragement to defy the undead. Missives are intercepted and forged changes made. Supplies are "lost," ending up in Red Winter hands. Prisoners make miraculous escapes to cult safe houses for later induction. Anything that helps to weaken the vampires' grip on power is a worthy goal.

Outside the Grand Duchy of Morgau, the Red Winter can be more open about their activities. Even so, they are careful about who they reveal themselves to, and when. Cult members often work in brothels, hospitals, and as midwives. They make themselves invaluable to the people, fostering relations and alliances while creating distrust and ill will towards the orthodoxy of the Red Sisters and the vampire rulers of Morgau. Activity by the Red Sisters outside of Morgau is immediately targeted by the Red Winter when discovered. Often the Red Winter will use their connections and informants to locate the Red Sisters' base of operations and stage a raid. The Red Winter will capture any living clergy of Marena they can while destroying any vampires they encounter. Their captured brethren are taken back to a base or safe house, where the Red Winter attempts to convert their wayward peers back to Marena's true path.

PLAYING A MEMBER OF THE RED WINTER

If you are interested in playing a character who is part of the Red Winter, the Red Winter Adherent background on page 51 is highly recommended. Every member of the Red Winter worships or reveres the Blood Goddess Marena in some way, though the cult's reverence is different than the church's orthodoxy. Determine how you want your character's faith to be portrayed. Are you an open worshiper of the Red Winter's unorthodox teachings? Is your faith hidden from all except others of the Red Winter? Do you publicly uphold the church's orthodox teachings while adhering to the Red Winter's teachings in private? Also determine how your faith in the Blood Goddess and the Red Winter's goals shapes your character's own ideals and goals. More information about the Blood Goddess Marena and her faith can be found in the *Midgard Worldbook* on page 398.

Many members of the order are spellcasters, particularly clerics and wizards, and they favor spells that deal with blood or that are part of the Blood subschool. The *blood puppet, boiling blood, hematomancy,* and *lacerate* spells can be found in this book, while the *Midgard Worldbook* and *Deep Magic for 5th Edition* hold others. Check with your GM before choosing spells of the Blood subschool to determine which are allowed in your campaign.

Races

Many creatures and racial groups call the Underworld home, in spite of its harsh and unforgiving environs. Some of these groups regularly venture to the surface world, while others rarely leave the Underworld. We offer eight racial options here, though any of Midgard's people can be found in the darkness of the realms below.

A NOTE ON PREVIOUS ITERATIONS

With the expansion of the Underworld brought about by *Empire of the Ghouls*, we took the opportunity to revisit some of the previously published races native to that realm. Three of the races presented here—darakhul, derro, and dhampir—have appeared in prior Kobold Press works. The darakhul and derro in this book are significantly different from their first printings, and the dhampir has had a few adjustments since the first printing of the *Midgard Heroes Handbook*.

If you are the GM of a campaign taking place in or involving the Underworld, feel free to use the first printings of these races or the versions presented here, whichever works best for the story you want to tell.

If you are a player, check with your GM before using one of these three races to confirm which version of each is most appropriate for your campaign.

Darakhul

In the lightless depths beneath the ground, an empire of devouring ambition grows and plots and dreams. Its citizens call themselves the People, but the rest of Midgard calls them the Lords Subterranean, the Ghoul Imperium, or simply the Empire of the Ghouls. Their cities lie out of sight, their agents infiltrate the underworlds of a score of surface cities, and their goals know no limits. To them, if you are not a member of the People, you are food. Their empire maintains complex social structures and forges serious alliances, particularly among the undead princes of Morgau and Doresh. Unofficial embassies exist in Zobeck, the Ironcrag Cantons, Krakova, and Magdar. Other hidden outposts may lurk below the Seven Cities, Illyria, or beyond.

They scheme and plot. They hunger for the flesh of the living. They are the darakhul.

INTO THE BIG, WIDE WORLD

Some darakhul venture into the wider world on the business of the Imperium. Maintaining their state requires envoys and ambassadors, messengers and scouts, traders and commerce, as well as knowledge of events in the surface world. These undead diplomats engage with races they might otherwise consider food out of duty to the Imperium and with a specific purpose.

Other members of their kind, however, have no such obligations. For adventuring darakhul, those in self-imposed exile, or those who never belonged to the Imperium, the quest to master their own hunger, to transcend their role as predators of sentient beings, is as

much a part of their journey as the current quest. These characters typically want to grow beyond their ghoulish appetites and regain some part of their former lives in the cultures and societies of the world's surface. No one knows better than the darakhul that they can't overcome their nature unless they confront it.

But no matter how urbane or well-controlled the rare diplomat or merchant might seem to be, the prejudice of the living against the undead is powerful and visceral. Humanity views the darakhul with suspicion if not outright hostility, and it is difficult—but not impossible—for a darakhul to allay those fears.

THE CUT OF YOUR CLOAK

A quality disguise is one of the best tools for a darakhul trying to make its way among the breathing. Almost all ghouls traveling on the surface maintain a disguise kit and a concealing outfit to match their cover identity. With a good costume, a ghoul might pass unchallenged among humans for a long time. Possibilities include the wrappings of a leper, the enshrouding robes that are common within the Magocracy of Allain, the veils of Siwali ladies, or the undead flesh beneath a flapping cloak or the rictus grin inside a deep hood that's momentarily pushed back. Palace guards inspect supplicants to the Queen more carefully than an innkeeper or a merchant inspects customers. If rumors get around that there are murderers, monsters, or darakhul loose in the city, everyone is more alert.

In those situations, the GM can call for a Charisma (Deception) check and either compare it to the NPC's passive Perception score or make an active Wisdom (Perception) check for the NPC. Opposed checks should be reserved for those times when an NPC intently scrutinizes the character or is already suspicious. If a group of NPCs is involved, it's best to make one check with advantage for the group instead of one check per NPC.

LOOKING ALIVE

To pass for a living creature, a darakhul needs a convincing costume, matching language and speech patterns, and appropriate mannerisms and behavior. The best tactic for most darakhul is to mimic the cultures they lived in while alive, because they have a lifetime (if a short one) of knowledge to draw on. Whether it's better to try to blend into the local culture is an open question. Someone who looks just like everyone else on the street draws less attention than someone who looks like an exotic foreigner—but a person who looks like everyone else yet acts oddly can rouse even more suspicion than the exotic stranger, especially in a crossroads of cultures where foreign travelers are common.

Under normal circumstances, a darakhul with a careful disguise can move among the living without rousing suspicion. As with any ability check, dice should be brought in only when the character faces an unusual situation or a challenge. If, for example, a darakhul gets involved in a chase or a battle in a crowded city market, there's a chance a bystander might notice the pallor of

head-to-toe garb of the desert raiders of the Tamasheq. Each of these disguises requires appropriate details to help the deception withstand scrutiny: the right language skills along with knowledge of the region and its customs.

Even a convincing disguise doesn't explain a darakhul's need to eat alone and behind closed doors. Darakhul can use cultural or religious requirements to justify such behavior in most situations.

In cases where a costume and a cover identity are impractical, a skillful application of cosmetics and a few gold coins slipped into the right hands are often enough to make a request for privacy seem more reasonable. Ensuring a sufficient supply of raw meat is a challenge left to the darakhul's imagination.

DARAKHUL CHARACTERS

Both ordinary ghouls and darakhul arise from the infected corpses of other races. Most traits of the previous race are gone, although every darakhul carries some trait of their previous form (see the Heritage Subraces). Even their cosmetic features, such as supple skin and long beards, fade over time into the gaunt, skull-like faces, fanged maws and taut, gray skin of the ghouls.

DARAKHUL TRAITS

Your darakhul character has certain characteristics in common with all other darakhul.

Ability Score Increase. Your Constitution score increases by 1.

Age. An upper limit of darakhul age has never been discovered; most darakhul die violently.

Alignment. Your alignment does not change when you become a darakhul, but most darakhul have a strong draw toward evil.

Size. Your size is determined by your Heritage Subrace.

Speed. Your base walking speed is determined by your Heritage Subrace.

Darkvision. You can see in dim light within 60 feet as though it were bright light and in darkness as if it were dim light. You can't discern color in darkness, only shades of gray.

Hunger for Flesh. You must consume 1 pound of raw meat each day or suffer the effects of starvation. If you go 24 hours without such a meal, you gain one level of exhaustion. While you have any levels of exhaustion from

PLAYING A DARAKHUL CHARACTER

Life as the ravenous undead comes with challenges for an adventurer. People revile the darakhul universally as scavengers at best and as loathsome, murdering abominations at worst. For such a being, participating as a member of an adventuring party is complicated. To survive on the daylit surface of the world, a darakhul must be clever and thorough.

One of the touchstones that provides stability in your new form is your old life. While you have urges and thoughts that are dark and terrible, memories and feelings from your life before undeath might resurface to help you cope. Sometimes these flashes are corrupted versions of your old self, manifesting in your mind in new ways. Other times the recollections and feelings bubble up unfiltered, reminding you of a time when you were alive. Both are painful, but pain can be instructive.

A major question you have to answer when you play a darakhul is, "How am I dealing with the change that transformed me into a ghoul?" Have you fully accepted your new situation, embracing your new powers and hungers as a boon? Do you fight against your urges daily, seeking to return to your old self? What were your goals before your transformation, and do you still pursue them? Are your new goals simply about survival, or are those aspirations a twisted reflection of the goals you had as a living creature?

Regardless of your current monstrous state, who you once were has a powerful effect on who you are now. The carefree spirit of a halfling, the fiendish urges of a tiefling, or the creative spark of a gnome: all of these do not leave you simply because of your new form. How do those traits manifest themselves in your now?

There is a great deal of narrative, dramatic, and roleplaying potential in that tension between the old self and the new. Darakhul may be undead, but they still must function in their own society—be it on the surface or in the Underworld. Most still have jobs to do and dreams to fulfill within their society.

this trait, you can't regain hit points or remove levels of exhaustion until you spend at least 1 hour consuming 10 pounds of raw meat.

Imperfect Undeath. You transitioned into undeath, but your transition was imperfect. Though you are a humanoid, you are susceptible to effects that target undead. You can regain hit points from spells like *cure wounds*, but you can also be affected by game effects that specifically target undead, such as a cleric's Turn Undead feature. Game effects that raise a creature from the dead work on you as normal, but they return you to life as a darakhul. A *true resurrection* or *wish* spell can restore you to life as a fully living member of your original race.

Powerful Jaw. Your heavy jaw is powerful enough to crush bones to powder. Your bite is a natural melee weapon, which you can use to make unarmed strikes. When you hit with it, your bite deals piercing damage equal to 1d4 + your Strength modifier, instead of the bludgeoning damage normal for an unarmed strike.

Sunlight Sensitivity. You have disadvantage on attack rolls and on Wisdom (Perception) checks that rely on sight when you, the target of your attack, or whatever you are trying to perceive is in direct sunlight.

Undead Resilience. You are infused with the dark energy of undeath, which frees you from some frailties that plague most creatures. You have resistance to necrotic damage and poison damage, you are immune to disease, and you have advantage on saving throws against being charmed or poisoned. When you finish a short rest, you can reduce your exhaustion level by 1, provided you have ingested at least 1 pound of raw meat in the last 24 hours (see Hunger for Flesh).

Undead Vitality. You don't need to breathe, and you don't sleep the way most creatures do. Instead, you enter a dormant state that resembles death, remaining semiconscious, for 6 hours a day. While dormant, you have disadvantage on Wisdom (Perception) checks. After resting in this way, you gain the same benefit that a human does from 8 hours of sleep.

Languages. You can speak, read, and write Common, Darakhul, and a language associated with your Heritage Subrace.

Heritage Subrace. You were something else before you became a darakhul. This heritage determines some of your traits. Choose one Heritage Subrace below and apply the listed traits.

HERITAGE SUBRACES

Before the terrible scourge of darakhul fever transformed you into an undead creature, you belonged to another race. Although your undead self now rules you, some remnant of your past form clings to you, making you different from the darakhul created from another race. Sometimes you retain a trait, but more likely you now have a trait that is a corruption of one you once possessed. For example, the elemental spark in a dragonborn is perverted into one of a more necrotic bent. The luck inherent in a halfling's spirit twists into a power that brings ill fortune to their enemies.

DERRO HERITAGE

Your darakhul character was a derro before transforming into a darakhul. For you, the quieting of the otherworldly voices did not bring peace and tranquility. The impulses simply became more focused, and the desire to feast on flesh overwhelmed other urges. The darkness is still there; it just has a new, clearer form.

Size. Derro stand between 3 and 4 feet tall with slender limbs and wide shoulders. Your size is Small.

Speed. Your base walking speed is 30 feet.

Ability Score Increase. Your Charisma score increases by 2.

Language. You can speak, read, and write Dwarvish.

Calculating Insanity. The insanity of your race was compressed into a cold, hard brilliance when you took on your darakhul form. These flashes of brilliance come to you at unexpected moments. You know the *true strike* cantrip. Charisma is your spellcasting ability for it. You can cast *true strike* as a bonus action a number of times equal to your Charisma modifier (a minimum of once). You regain any expended uses when you finish a long rest.

DRAGONBORN HERITAGE

Your darakhul character was a dragonborn before transforming into a darakhul. The dark power of undeath overwhelmed your elemental nature, replacing it with the foul energy of death. Occasionally, your draconic heritage echoes a peal of raw power through your form, but it is quickly converted into necrotic waves.

Size. Dragonborn are taller and heavier than humans, standing well over 6 feet tall and averaging almost 250 pounds. Your size is Medium.

Speed. Your base walking speed is 25 feet, and you are not slowed by wearing heavy armor.

Ability Score Increase. Your Strength score increases by 2.

Language. You can speak, read, and write Draconic.

Corrupted Bite. The inherent breath weapon of your draconic heritage is corrupted by the necrotic energy of your new darakhul form. Instead of forming a line or cone, your breath weapon now oozes out of your ghoulish maw. As a bonus action, you breathe necrotic energy onto your fangs and make one bite attack. If the attack hits, it deals extra necrotic damage equal to your level. You can't use this trait again until you finish a long rest.

DROW HERITAGE

Your darakhul character was a drow before transforming into a darakhul. Your place within the highly regimented drow society doesn't feel that much different from your new place in the Ghoul Imperium. But an uncertainty buzzes in your mind, and a hunger gnaws at your gut. You are now what you once hated and feared. Does it feel right, or is it something you fight against?

Size. Drow are slightly shorter and slimmer than humans. Your size is Medium.

Speed. Your base walking speed is 30 feet.

Ability Score Increase. Your Intelligence score increases by 2.

Language. You can speak, read, and write Elvish.

Poison Bite. When you hit with your bite attack, you can release venom into your foe. If you do, your bite deals an extra 1d6 poison damage. The damage increases to 3d6 at 11th level. After you release this venom into a creature, you can't do so again until you finish a short or long rest.

DWARF HERITAGE

Your darakhul character was a dwarf before transforming into a darakhul. The hum of the earth, the tranquility of the stone and the dust, drained from you as the darakhul fever overwhelmed your once-resilient body. The stone is still there, but its touch has gone from a welcome embrace to a cold grip of death. But it's all the same to you now.

Size. Dwarves stand between 4 and 5 feet tall and average about 150 pounds. Your size is Medium.

Speed. Your base walking speed is 25 feet, and your speed is not reduced by wearing heavy armor.

Ability Score Increase. Your Wisdom score increases by 2.

Language. You can speak, read, and write Dwarvish.

Dwarven Stoutness. Your hit point maximum increases by 1, and it increases by 1 every time you gain a level.

ELF/SHADOW FEY HERITAGE

Your darakhul character was an elf or shadow fey before transforming into a darakhul. The deathly power coursing through you reminds you of the lithe beauty and magic of your former body. If you just use your imagination, the blood tastes like wine once did. The smell of rotting flesh has the bouquet of wildflowers. The moss of the Underworld feels like the leaves of the forest.

Size. Elves range from under 5 to over 6 feet tall and have slender builds. Your size is Medium.

Speed. Your base walking speed is 30 feet.

Ability Score Increase. Your Dexterity score increases by 2.

Language. You can speak, read, and write Elvish (if you were an elf) or Umbral (if you were a shadow fey).

Supernatural Senses. Your keen elven senses are honed even more by the power of undeath and the hunger within you. You can now smell when blood is in the air. You have proficiency in the Perception skill, and you have advantage on Wisdom (Perception) checks to notice or find a creature within 30 feet of you that doesn't have all of its hit points.

GNOME HERITAGE

Your darakhul character was a gnome before transforming into a darakhul. The spark of magic that drove you before your transformation still burns inside of you, but now it is a constant ache instead of a source of creation and inspiration. This ache is twisted by your hunger, making you hunger for magic itself.

Size. Gnomes are between 3 and 4 feet tall and average about 40 pounds. Your size is Small.

Speed. Your base walking speed is 25 feet.

Ability Score Increase. Your Intelligence score increases by 2.

Language. You can speak, read, and write Gnomish.

Magical Hunger. When a creature you can see within 30 feet of you casts a spell, you can use your reaction to consume the spell's residual magic. Your consumption doesn't counter or otherwise affect the spell or the spellcaster. When you consume this residual magic, you gain temporary hit points (minimum of 1) equal to your Constitution modifier, and you can't use this trait again until you finish a short or long rest.

HALFLING HERITAGE

Your darakhul character was a halfling before transforming into a darakhul. Everything you loved as a halfling—food, drink, exploration, adventure—still drives you

in your undead form; it is simply a more ghoulish form of those pleasures now: raw flesh instead of stew, warm blood instead of cold mead. You still want to explore the dark corners of the world, but now you seek something different.

Size. Halflings average about 3 feet tall and weigh about 40 pounds. Your size is Small.

Speed. Your base walking speed is 25 feet.

Ability Score Increase. Your Dexterity score increases by 2.

Language. You can speak, read, and write Halfling.

Ill Fortune. Your uncanny halfling luck has taken a dark turn since your conversion to an undead creature. When a creature rolls a 20 on the d20 for an attack roll against you, the creature must reroll the attack and use the new roll. If the second attack roll misses you, the attacking creature takes necrotic damage equal to twice your Constitution modifier (minimum of 2).

HUMAN/ELFMARKED HERITAGE

Your darakhul character was a human or elfmarked before transforming into a darakhul. Where there was once light there is now darkness. Where there was once love there is now hunger. You know if the darkness and hunger become all-consuming, you are truly lost. But the powers of your new form are strangely comfortable. How much of your old self is still there, and what can this new form give you that your old one couldn't?

Size. Humans and elfmarked vary widely in height and build, from barely 5 feet to well over 6 feet tall. Your size is Medium.

Speed. Your base walking speed is 30 feet.

Ability Score Increase. One ability score of your choice, other than Constitution, increases by 2.

Language. You can speak, read, and write one language of your choice.

Versatility. The training and experience of your early years was not lost when you became a darakhul. You have proficiency in two skills and one tool of your choice.

KOBOLD HERITAGE

Your darakhul character was a kobold before transforming into a darakhul. The dark, although it was often your home, generally held terrors that you needed to survive. Now you are the dark, and its pull on your soul is strong. You fight to keep a grip on the intellect and cunning that sustained you in your past life. Sometimes it is easy, but often the driving hunger inside you makes it hard to think as clearly as you once did.

Size. Kobolds stand between 3 and 4 feet tall and weigh around 40 pounds. Your size is Small.

Speed. Your base walking speed is 30 feet.

Ability Score Increase. Your Intelligence score increases by 2.

Language. You can speak, read, and write Draconic.

Devious Bite. When you hit a creature with your bite attack and you have advantage on the attack roll, your bite deals an extra 1d4 piercing damage.

RAVENFOLK HERITAGE

Your darakhul character was a ravenfolk before transforming into a darakhul. Your new form feels different. It is more powerful and less fidgety, and your beak has become razor sharp. There is still room for trickery, of course. But with your new life comes a disconnection from the All Father. Does this loss gnaw at you like your new hunger or do you feel freed from the destiny of your people?

Size. Ravenfolk are slighter and shorter than humans, ranging from 4 feet to just shy of 6 feet tall. Your size is Medium.

Speed. Your base walking speed is 30 feet.

Ability Score Increase. Your Dexterity score increases by 2.

Language. You can speak, read, and write Huginn's Speech.

Sudden Bite and Flight. If you surprise a creature during the first round of combat, you can make a bite attack as a bonus action. If it hits, you can Dodge as a reaction.

TIEFLING HERITAGE

Your darakhul character was a tiefling before transforming into a darakhul. You are no stranger to the pull of powerful forces raging through your blood. You have traded one dark pull for another, and this one seems much stronger. Is that a good feeling, or do you miss your old one?

Size. Tieflings are about the same size and build as humans. Your size is Medium.

Speed. Your base walking speed is 30 feet.

Ability Score Increase. Your Charisma score increases by 2.

Language. You can speak, read, and write Infernal.

Necrotic Rebuke. When you are hit by a weapon attack, you can use a reaction to envelop the attacker in shadowy flames. The attacker takes necrotic damage equal to your Charisma modifier (minimum of 1), and it has disadvantage on attack rolls until the end of its next turn. You must finish a long rest before you can use this feature again.

TROLLKIN HERITAGE

Your darakhul character was a trollkin before transforming into a darakhul. Others saw you as a monster because of your ancestry. You became inured to the fearful looks and hurried exits of those around you. If only they could see you now. Does your new state make you seek revenge on them, or are you able to maintain your self-control despite the new urges you feel?

Size. Trollkin stand over 6 feet tall and are more solidly built than humans, weighing around 200 pounds. Your size is Medium.

Speed. Your base walking speed is 30 feet.

Ability Score Increase. Your Strength score increases by 2.

Language. You can speak, read, and write Northern.

Regenerative Bite. The regenerative powers of your trollkin heritage are less potent than they were in life and need a little help. As an action, you can make a bite attack against a creature that isn't undead or a construct. On a hit, you regain hit points (minimum of 1) equal to half the amount of damage dealt. Once you use this trait, you can't use it again until you finish a long rest.

LONE SURVIVORS

The dark trollkin is a rarity in the Underworld, and it is unusual to find them banding together to form any sort of community. Groups might form to work together and create a community, but when food sources run low or threats become overwhelming, the trollkin find it easier to survive alone or in small, family groups. Other races might adopt individual or small groups of dark trollkin, providing them food and shelter in exchange for protection. The one group that trollkin find it hard to stomach are the darakhul, who might just turn them into a meal if they don't prove useful enough to the ghouls.

Dark Trollkin

The dark trollkin is a subrace of the surface dwelling trollkin. Just as the surface trollkin spawned from unions between humans and some of the more monstrous fey, ogres, and trolls, the deep trollkin share heritage with humans, deep trolls, and some of the other Underworld fey-blooded.

ROUGH AND SOMETIMES SLIMY

Like your trollkin cousins on the surface, you bear the rippling muscles and natural weapons of your monstrous ancestors. Your skin is dark and rough, although you can will it to take on an oleaginous sheen and become soft and pliable. This not only helps you travel in some of the narrower passages of the Underworld, you can also resist some crushing blows by making yourself squishy.

PLAYING A DARK TROLLKIN

Dark trollkin are one of the Underworld races that might not look or feel out of place on the surface. While they might have a fair amount of deep troll blood running through their veins, trollkin are already strange enough to most of the citizens of the world, making the dark trollkin no more or less strange than their cousins.

You have to decide what your place is in the world. Did your family travel to the surface or did you come of age in the depths of the Underworld? Are you a loner who seeks company only for mutual protection or achieving goals, or have you adjusted into a society with other trollkin or even other races entirely?.

DARK TROLLKIN SUBRACE

Ability Score Increase. Your Dexterity score increases by 1.

Gelatinous Skin. You can use a bonus action to turn your skin soft and mushy for 1 minute or until you use a bonus action to end it. While in this state, you have a burrowing speed of 20 feet, resistance to bludgeoning damage, and advantage on ability checks and saving throws made to escape a grapple, but your Armor Class is reduced by 2. Once you use this trait, you can't use it again until you finish a short or long rest.

Malleable Body. You can squeeze through a space that is large enough for a creature two sizes smaller than you.

Derro

Deep beneath the earth, the derro wait in twisted cities built by their mad architects. These insane humanoids live, work, and somehow thrive in the lightless depths. They understand the truth about the uncaring gods that dwell between the stars, and they abandoned sanity long ago to save themselves. The derro hide within their insanity in the hope that the dark gods they fear will turn that sinister attention to other, saner races first.

Despite the great distances between their Underworld cities and the surface, derro outposts can be found in the slums of many cities, both above and below ground. Occasionally, a derro discovers the wider world and finds a path out of the madness.

PALE AND STUNTED

The derro are stunted, dwarflike humanoids, small of stature with wide shoulders and stubby limbs. They stand between 3 and 4 feet tall, with males only slighter taller than females on average. Their slender builds rarely weigh more than 40 pounds. Their pale skin is nearly translucent, revealing a ghostly web of blue veins. Their large, pure white staring eyes gleam in the dark.

Shorter than surface dwarves, derro are quick and erratic in their movements. Their elaborately braided or styled hair ranges from white to a pale straw color. Males take great pride in their prodigious mustaches, which are often braided and waxed.

HISTORY OF MADNESS

The true history of the derro is an incomprehensible tangle. The entire race embraced insanity long ago. Even when they keep records, their accounts conflict with each other and with observable reality. The various cults and

clans of the derro embrace a wide variety of myths, mostly passed along by oral tradition and mind-bending artwork. Every new teller of a given tale twists or rewrites portions of the story to fit their own warped view of the world.

The derro have existed for ages, perhaps thriving even before the spread of humans across the surface. The more reliable histories of other races agree the derro once served the drow as enforcers and slave masters. The drow regard them with a strange type of favor, almost like dim-witted children. The aboleths and duergar have likewise historically used and abused the derro. The derro know no actual friends, but they are overawed by power and dominance. They serve beings whose assumed superiority impresses them, and, when led in this way, their insanity clears enough to keep them moving toward the leader's goals.

CULTURE AND RULE

Love, as other races know it, is unheard of in the bizarre core family unit of the derro. Derro children are born sane, but they are deliberately driven mad by their relatives, usually by age four. Parents feed, clothe, and protect their children not out of a sense of love or tenderness, but because they know that every derro awakened to the mind-bending truth of their race brings them glory. The horrific rituals that break a young derro's sanity vary by tribe and even year to year. Details are sparse, but known ritual names include Staring into the Void, Enduring the Heartless Fire, and the First Drink of True Knowledge.

Derro are paranoid, unstable, and jittery, and many suffer powerful delusions of grandeur as well. Madness compels them to commit acts of cruelty against their companions or pets, and these acts ignite constant infighting among them. A few, however, muster enough restraint and control to keep the entirety of derro society from crumbling.

PLAYING A DERRO

Derro are unpredictable, fanciful, and prone to delusions, confusions, and manias. So how can they function in groups more used to the stability of humans, dwarves, and elves?

In truth, the derro are less violent and more peculiar in a quieter way than their common portrayal as rabid maniacs. Among themselves, they are as likely to be brooding, depressed, or sullen as crazed and violent. Your derro character could have a tendency to talk to themselves, might address an invisible friend before undertaking any major step, or might simply consider all the other members of the party as "imaginary friends" and thus not subject to harassment.

Treat the derro's madness as an occasional bit of flavor for the character, rather than an excuse to cripple the party with chaotic and self-defeating actions. A derro character won't be as predictable as a dwarf paladin or an elfmarked bard, but the derro might occasionally talk to rocks and interrogate mushrooms. Review the Minor Madnesses section on page 19 for examples of playable and flavorful maladies that afflict your character. Choose an appropriate minor madness or roll percentile dice to randomly determine it. Your character should have at least one minor madness, but check with your GM to confirm how many and which minor madnesses are most appropriate in your campaign.

To avoid derailing the party constantly, your character can have long lucid periods and might even regret actions taken when "turned to the dark void" or "ridden by the bat spirits" or a similar explanation. A derro in this lucid state could be a tragic character, always wondering when something will set off another bout of irrational raving. Keep in mind, derro are often awed by beings they see as powerful, though each derro defines what they deem as "powerful." Your derro character could view another member of the group as the group's "witch queen" (regardless of that character's gender) and follow that character almost zealously. The instability of the derro could also lead your character to choose a different member of the group each day or each week as the current "witch queen."

Playing a derro character involves making a fantasy form of otherworldly madness both playable and plausible. Find a way to make your character memorable without bogging down play or spoiling everyone else's game.

Savants are powerful sorcerers who hold their madness at bay long enough to cobble together coherent plans, though even they are dangerously unpredictable. The derro's antipaladins are terrifying engines of crazed destruction who have looked deep into the void between stars and survived—and even the savants respect them for that. Clans that stick together long enough inadvertently create a witch queen among their ranks, a collective spirit of the clan. These derro become the leaders and central focuses of their clans, driving the clan to inscrutable ends. When one witch queen dies, her spirit transfers to another derro in the clan, transforming that derro into the next witch queen and perpetuating the clan.

GODS OF THE DERRO

The derro worship a horde of bizarre and terrible beings. Derro ancestral gods such as Addrikah, the Mother of Madness, are common figures of veneration, as are demon lords. Perhaps the most disturbing of their deities are the Great Old Ones whose mere symbolic presence melts minds and corrupts the world. Derro worshipers venerate Nyarlathotep and Shub-Niggurath, the Black Goat of the Woods, in particular. There is no pattern or reason that governs which dark being will catch a given derro's fancy, and devotees are violently hostile to worshipers of other entities.

Derro consider themselves the most exalted servants of the blasphemous figures they venerate; the only beings in the entire multiverse who can truly understand their deity's glory. Specific rituals vary from cult to cult, but the unifying thread of derro faith asserts that their racial madness is a gift that makes communion with these deities possible. Further, the derro believe they are the harbingers of the end of time, and that they alone will inherit the shattered husk of creation.

DERRO NAMES

Names are thrust upon derro children haphazardly and with no clear general customs. Derro who worship an ancestor god might give their children a variation on the exalted figure's name or title, or a child might grow almost to maturity before any adult bothers to call them by the same jumble of sounds twice. Clan, tribe, and family names also lack any discernable pattern, though occasionally they form a coherent description.

Male Names: Akrath, Avrik, Brosh'Kal, Byrgryg, Crok'Til, Cyzyk, Daagrath, Durvin, Farq'shul, Folvig, Gaargrth, Grolesh, Haaskrin, Hvorig, Korzh, Lormaq, Orvuld, Ostvyrk, Perk'rasz, Pulver'Kash, Quirth, Qvaalak, Saasqar, Vorqaar

Female Names: Aazha, Artriss, Bruen, Bylir, Dal'lyn, Drussil, Ealla, Erkytl, Grunhaas, Gvarla, Heldraag, Hylala, Muerna, Mzish, Ophella, Ortys, Rushal, Synder, Thryka, Tonlix, Ulga, Veraka, Vilya, Wulfada, Xanka

Tribe Names: Aardsyn, Blackreach, Balerock, Crystaaq, Daash'Void, Guundhold, Hellsreach, Iirdvank, Laash'Kath, Moldheim, Nyar'Ryk, Ovildhaash, Rylstaaq, Slys'Kath, Xaalyf

DERRO TRAITS

Your derro character has certain characteristics in common with all other derro.

Ability Score Increase. Your Dexterity score increases by 2.

Age. Derro reach maturity by the age of 15 and live to be around 75.

Size. Derro stand between 3 and 4 feet tall with slender limbs and wide shoulders. Your size is Small.

Alignment. Their naturally unhinged minds are nearly always chaotic, and many, but not all, are evil.

Speed. Derro are fast for their size. Your base walking speed is 30 feet.

Superior Darkvision. Accustomed to life underground, you can see in dim light within 120 feet of you as if it were bright light, and in darkness as if it were dim light. You can't discern color in darkness, only shades of gray.

Eldritch Resilience. You have advantage on Constitution saving throws against spells.

Sunlight Sensitivity. You have disadvantage on attack rolls and on Wisdom (Perception) checks that rely on sight when you, the target of your attack, or whatever you are trying to perceive is in direct sunlight.

Languages. You can speak, read, and write Dwarvish and your choice of Common or Undercommon.

Subrace. Three subraces of derro exist in Midgard: far-touched, mutated, and uncorrupted. Choose one of these subraces.

DERRO SUBRACES

Derro differ based on their location within the derro communities of the Underworld, their clan's connections to the dark powers that sculpt and manipulate the derro race, and the manifestations of the changes their otherworldly patrons bestow on them. Most derro dwell happily and deeply in their culture-induced insanity for their entire existence, others escape the madness-inducing indoctrination, and others still go straight through the madness toward powers beyond what derro usually enjoy.

FAR-TOUCHED

You grew up firmly ensconced in the mad traditions of the derro, your mind touched by the raw majesty and power of your society's otherworldly deities. Your abilities in other areas have made you more than a typical derro, of course. But no matter how well-trained and skilled you get in other magical or martial arts, the voices of your gods forever reverberate in your ears, driving you forward to do great or terrible things.

Ability Score Increase. Your Charisma score increases by 1.

Insanity. You have advantage on saving throws against being charmed or frightened. In addition, you can read and understand Void Speech, but you can speak only a few words of the dangerous and maddening language—the words necessary for using the spells in your Mad Fervor trait.

Mad Fervor. The driving force behind your insanity has blessed you with a measure of its power. You know the *vicious mockery* cantrip. When you reach 3rd level, you can cast the *enthrall* spell with this trait, and starting at 5th level, you can cast the *fear* spell with it. Once you cast a non-cantrip spell with this trait, you can't do so again until you finish a long rest. Charisma is your spellcasting ability for these spells. If you are using the *Midgard Worldbook*, these spells are instead *crushing curse, maddening whispers,* and *alone*, respectively.

MUTATED

Most derro go through the process of indoctrination into their society and come out of it with visions and delusion, paranoia and mania. You, on the other hand, were not affected as much mentally as you were physically. The connection to the dark deities of your people made you stronger and gave you a physical manifestation of their gift that other derro look upon with envy and awe.

Ability Score Increase. Your Strength score increases by 1.

Athletic Training. You have proficiency in the Athletics skill, and you are proficient with two martial weapons of your choice.

Otherworldly Influence. Your close connection to the strange powers that your people worship has mutated your form. Choose one of the following:

- *Alien Appendage.* You have a tentacle-like growth on your body. This tentacle is a natural melee weapon, which you can use to make unarmed strikes. When you hit with it, your tentacle deals bludgeoning damage equal to 1d4 + your Strength modifier, instead of the bludgeoning damage normal for an unarmed strike. This tentacle has a reach of 5 feet and can lift a number of pounds equal to double your Strength score. The tentacle can't wield weapons or shields or perform tasks that require manual precision, such as performing the somatic components of a spell, but it can perform simple tasks, such as open an unlocked door or container, stow or retrieve an object, or pour the contents out of a vial.
- *Tainted Blood.* Your blood is tainted by your connection with otherworldly entities. When you take piercing or slashing damage, you can use your reaction to force your blood to spray out of the wound. You and each creature within 5 feet of you take necrotic damage equal to your level. Once you use this trait, you can't use it again until you finish a short or long rest.
- *Tenebrous Flesh.* Your skin is rubbery and tenebrous, granting you a +1 bonus to your Armor Class.

UNCORRUPTED

Someone in your past failed to do their job of driving you to the brink of insanity. It might have been a doting parent that decided to buck tradition. It might have been a touched seer who had visions of your future without the connections to the mad gods your people serve. It might have been a whole outcast community of derro rebels who refused to serve the madness of your ancestors. Whatever happened in your past, you are quite sane—or at least quite sane for a derro.

Ability Score Increase. Your Wisdom score increases by 1.

Extra Language. You can speak, read, and write one extra language of your choice.

Psychic Barrier. Your time among your less sane brethren has inured you to their madness. You have resistance to psychic damage, and you have advantage on ability checks and saving throws made against effects that inflict insanity, such as spells like *contact other plane* and *symbol*, and effects that cause short-term, long-term, or indefinite madness.

Studied Insight. You are skilled at discerning other creature's motives and intentions. You have proficiency in the Insight skill, and, if you study a creature for at least 1 minute, you have advantage on any initiative checks in combat against that creature for the next hour.

MINOR MADNESSES

01–10	Collector; roll on subtable 1 for specific object
11–20	Pica (eats nonfood objects); roll on subtable 1 for specific object
21–40	Minor delusion; roll on subtable 3
41–50	Irrational prejudice against creature; roll on subtable 2 for specific creature
51–60	Taboo (cannot touch or interact with creature); roll on subtable 2 for specific creature
61–70	Phobia (strong fear of creature); roll on subtable 2 for specific creature
71–80	Obsessed with creature; roll on subtable 2 for specific creature
81–00	Physical effect; roll on subtable 4

SUBTABLE 1: SMALL OBJECTS

01–10	Rocks or crystals
11–20	Bones, hair, nails, or bugs (dead or alive)
21–30	Deodands (items responsible for the death of a creature)
31–40	Eyes, fingers, teeth, ears, toes, or other small body parts
41–50	Dirt, dust, or clay
51–60	Rags, cloths, or papers
61–70	Hats, socks, gloves, or other clothing
71–80	String, wire, or chain
81–90	Clockwork parts, jewelry, or buttons
91–00	Holy symbols, religious goods, or sacred texts

SUBTABLE 2: LIVING CREATURES

01–10	Tiny insect, slug, or worm
11–20	Chicken, cat, dog, sheep, cow, or other domestic animal (pick a type)
21–30	Elf, dwarf, human, kobold, or other humanoid
31–40	Rat, giant centipede, gelatinous cube, or other giant vermin or ooze (pick a type)
41–50	Cleric or druid
51–60	Wizard or sorcerer
61–70	Sparrow, pigeon, hawk, owl, or other bird
71–80	Rat, wolf, mole, badger, or other mammalian beast
81–90	Construct or clockwork creature
91–00	Angel or fiend (pick type)

SUBTABLE 3: DELUSIONS

01–10	Has imaginary friend; god/spirit who is friendly and encouraging
11–20	Has imaginary friend; god/spirit who is hateful and discouraging
21–30	Is a high noble of derro society
31–40	Has less power than actually does
41-50	Has more power than actually does
51–60	Has an important destiny
61–70	Believes a particular inanimate object (roll on subtable 1) is alive
71–80	Is a powerful creature polymorphed as a derro
81–90	Is commanded by voices speaking random gibberish and commands
91–00	Random patterns of either inanimate objects (subtable 1) or living things (subtable 2) have an important meaning and must be studied

SUBTABLE 4: PHYSICAL EFFECTS

01–10	Leers and rolls eyes upon seeing a particular type of creature (roll on subtable 2)
11–20	Tic or tremor in body part
21–30	Mutters constantly to self, sometimes narrating actions or feelings
31–40	Speaks inappropriate but true facts during diplomatic situations
41–50	Randomly speaks a word (chosen by GM) during combat or negotiation
51–60	Laughs at inappropriate moments
61–70	Weeps at inappropriate moments
71–80	Constantly clenches and unclenches hands
81–90	Minor hunchback
91–00	Half of face paralyzed

Dhampir

The half-living children of vampires and human mothers, dhampirs are born into a world that rejects them. Stigma and suspicion follow them regardless of whether the truth of a dhampir child's nature is known. This mistrust either forces a dhampir to develop a disarming wit and charm, or to embrace bitterness and keep others at arm's length through guile or outright intimidation.

Few dhampirs find solace with their undead forebears. As living creatures, even tainted ones, the reality of living with an evil, blood-sucking monster seldom appeals even as they struggle with their own urges or hungers. Dhampirs struggle to find acceptance both within society and within themselves.

The dhampir of the Underworld, on the other hand, are slightly more feral than their surface kin due to a harsh upbringing of fending for themselves against the innumerable dangers in the realms below. There is sometimes a home for them in the Underworld, as part of the Ghoul Imperium, if they are willing to pledge loyalty to the Emperor. That is not to say the darakhul completely trust the dhampir who come to them seeking a place in the world. But the ghouls know how to use the tools at their disposal, and they are happy to open their arms to allies who carry a tinge of undeath.

PLAYING A DHAMPIR

Whether you are a surface-dwelling or a feral dhampir, you are constantly struggling against your dual nature. Good-aligned dhampir try to be good while an evil ember burns deep within, trying to force them to be the beasts their vampiric parents are. Evil-aligned dhampir face the opposite conflict: they give in to their feral nature readily, but even then their humanity washes over them in waves at opportune times, trying to bring them out of the darkness and into the light.

Playing a dhampir of either ilk brings its own dramatic tension, but the structure of the Underworld adds another complicating factor for many dhampir. Does the potential of belonging to a true civilization of undead tempt you? Or does its very nature repel you even more than the dark taint of your own blood?

LITHE AND GRACEFUL

Dhampirs appear much like humans at first glance. Adults stand between 5 and 6 feet tall but are more slender on average than humans; males weigh around 160 pounds. Female dhampirs are only slightly shorter but are a fair bit leaner, weighing around 120 pounds. Their skin and hair color runs the vast spectrum of tones available to humans, though they tend to be slightly pale.

The flawless features of the surface-dwelling dhampir are tinged with some unnamable exotic quality. Despite the fear and uncertainty that follow them, these half-dead possess a seductive appearance. Listeners find themselves unconsciously giving weight to a dhampir's words and are

drawn to the exotic presence. Dhampirs glide through life with a seemingly effortless grace that belies their struggle.

The Underworld dhampir have no need to keep up appearances, however. They are just as likely to let their hair grow wild and their clothes get tattered as they are to try to appear or act in a seductive manner. Their movements and actions still have a graceful quality, to be sure, but it is the grace of a predator on the prowl.

BLOOD TIES

For most dhampirs, family is all they have. Immediate kin might be the only source of solace for a dhampir raised by a mortal family. Driven away by the unconscious or superstitious derision of their peers, families containing a dhampir can easily become clannish and reclusive. They learn to keep the world at a distance to protect themselves and their loved ones. Dhampirs who grow up in this situation commonly strike out on their own after reaching maturity, both out of a need to find connection to the greater world and to spare their family the burden of their presence.

Conversely, some dhampirs are born into bloodlines that deliberately cultivate their tainted nature. A true vampire patron, usually the one who originally began the line, oversees these bloodlines. Such a bloodline holds its lineage in the highest regard. There is no doubt among its members that theirs is a superior stock and upbringing, and that greatness is their due. The majority of outright evil dhampirs arise from cultivated bloodlines. They quickly become true monsters, seeing a living creature's fear as envy of their station.

Underworld dhampir, sometimes called feral dhampir, are most often loners who understand that the world of light and life is not for them. In the subterranean dark, there is still plenty of blood to sate their thirst, and much darker creatures than dhampir haunt the depths of the world.

CULTURAL MASKS

Particularly close-knit or cosmopolitan communities can easily tolerate a dhampir in their midst, but that has more to do with adherence to tradition or relative anonymity than true acceptance. Larger cities include dhampirs sprinkled among the population as the half-dead blend in and find their niche, relying on their innate charm. Dhampir don't relate easily to humans but find a natural kinship with other half-breed races, particularly the fiendish tieflings. They, along with elfmarked, know all too well what it's like to live between two worlds, never truly fitting in to either.

Some dhampirs choose to band together for safety, camaraderie, and understanding. These groups are nomadic, traveling from town to town and making their living off the land. Such a band adheres to a loose set of guidelines called the Walking Crow edicts. These rules dictate the dhampirs' responsibility to protect one another from outsiders, for each caravan group to self-govern and be self-sustaining, and for every Crow to work toward the prosperity of the caravan. These groups rarely find warm welcome with outsiders, but they are often tolerated for their diverse adventuring skills. Despite their trepidation, villagers can resolve threats to their homes by hiring a band of Crows to handle the problem for them.

CANDLES IN THE DARK

Dhampirs constantly struggle with their nature. They suffer from a troubled upbringing and intrinsic corruption that gnaws at civilized thoughts and behavior. The truth of their heritage weighs on them. Many experience disturbing urges to consume blood or to control others. They shun the light and find safety and comfort in darkness. Enticed and repulsed by mortals at the same time, constant struggle is at the core of a dhampir's existence.

Many dhampirs use this struggle as fuel to action. Good dhampirs are horrified by their own corrupted existence and dedicate themselves to living in opposition to it. They become priests who venerate gods of light, or they vow to destroy all undead who perpetuate their misery. Others are broken by their turmoil. They lash out at the world in a rage of bloodlust and hatred. Many evil dhampirs turn to worship of demons and other gods of darkness and pain, seeking to conquer and subjugate their mortal peers.

DHAMPIR NAMES

Most dhampirs bear names appropriate to their mothers' human culture. Some, particularly those belonging to cultivated bloodlines, might have archaic names chosen by, or in honor of, their family's vampire patron. Surnames follow a similar pattern. Dhampirs might use the family name of their mortal relatives, or they might adopt the family name of a powerful vampire as a badge of office. Nomadic dhampirs uniformly take the surname "Crow."

DHAMPIR TRAITS

Your dhampir character has certain characteristics derived from your undead ancestry.

Ability Score Increase. Your Charisma score increases by 2, and your Dexterity score increases by 1.

Age. Dhampirs reach maturity at the same age as humans, but their lifespans are much longer. They can live up to 750 years before death finally claims them.

Alignment. Most dhampirs are neutral, but some are driven toward evil by the bitterness and suspicion their parentage thrusts upon them. A few turn toward good in defiance of their nature.

Size. Dhampirs are about as tall as humans but are slighter of build. Your size is Medium.

Speed. Your base walking speed is 30 feet.

Darkvision. Thanks to your undead ancestry, you have superior vision in dark and dim conditions. You can see in dim light within 60 feet of you as if it were bright light, and in darkness as if it were dim light. You can't discern color in darkness, only shades of gray.

Dark Thirst. You can bite as an unarmed strike against an incapacitated creature or one you have grappled. Your bite deals 1 piercing damage, and if the target has blood and isn't a construct or undead, you can feed from it as part of the attack. Your feeding deals necrotic damage equal to your Charisma modifier (minimum of 1), and you gain temporary hit points equal to the necrotic damage dealt. Once you gain temporary hit points with this trait, you can't do so again until you finish a short or long rest.

Predatory Charm. You have proficiency in the Persuasion skill. In addition, if you spend at least 1 minute conversing or interacting with a humanoid you or your allies haven't attacked within the last 24 hours, you have advantage on your next Charisma ability check against that humanoid. Regardless of the result, you can't use your Predatory Charm on that humanoid again until 24 hours have passed. If you roll a 20 on the d20 for the Charisma check, the humanoid is a willing target for your bite attack.

Vampiric Resilience. You have advantage on saving throws against disease, and you have resistance to necrotic damage.

Languages. You can speak, read, and write Common and one extra language of your choice. Dhampir from the Underworld typically learn Darakhul.

VARIANT DHAMPIR: FERAL

Feral dhampir are most often found in the Underworld, abandoned there as children, sold to ghoul slavers by families desperate to rid themselves of the cursed child, or created by the vampires who regularly visit the Ghoul Imperium.

A feral dhampir has a climbing speed of 20 feet and doesn't have the Predatory Charm trait. In addition, it gains the following traits in place of the dhampir's Ability Score Increase and Dark Thirst traits:

Ability Score Increase. Your Dexterity score increases by 2, and your Strength score increases by 1.

Feral Hunger. Your fangs are longer and your jaw more powerful than your less-feral cousins, and even your vampire progenitor. Your bite is a natural melee weapon, which you can use to make unarmed strikes. When you hit with it, your bite deals piercing damage equal to 1d4 + your Strength modifier, instead of the bludgeoning damage normal for an unarmed strike. If the target of your bite has blood and isn't a construct or undead, you can feed from it as part of the attack. Your feeding deals necrotic damage equal to your Constitution modifier and you gain temporary hit points equal to the necrotic damage dealt. Once you gain temporary hit points with this trait, you can't do so again until you finish a short or long rest.

drow

The denizens of the surface world did not know of the existence of the drow until recently in the world's history. Even other Underworld creatures only heard of the race through rumors and half-mythical stories. The magnificent cities and structures created by the drow were viewed by very few outsiders, as the locales were kept secret, protected by traps, magic, and a network of fortifications and soldiers. With the rise of the Ghoul Imperium, however, the drow civilization is now exposed to the rest of the Underworld and on the brink of annihilation.

A HIDDEN RACE

The beginnings of the drow race are shrouded in mystery. With their resemblance to the elves of the surface world, many would posit the drow are some subterranean offshoot of that surface race, driven underground for some treacherous and evil acts. The truth is practically the opposite. The drow lived long before the surface elves, and if there is any connection between the two races at all, the drow are the elders.

The skin of a drow ranges from grey to blue-black to the darkest ebon. Their features are delicate and streamlined, and their eyes glow red. Drow who have hair general sport white or silver hair, and they do not grow facial or body hair.

THE RELIGION OF INDUSTRY

The drow pattern their entire way of life by the strength and beauty of the work of the insects of the Underworld. These insects, though seemingly small and insignificant, create great structures, while at the same time having the power to destroy even the greatest enemy. Their structures are built with materials as fine and as strong as spider webs. Their fortifications are like the colonies of ants: defensible and

carefully planned. The various beetles that are now staples of the Ghoul Imperium were first utilized and bred by the drow centuries ago, though the darakhul have, in their minds, perfected these creatures in recent years.

The religious ceremonies of the drow also follow patterns of insectoid energy and cooperation. Everyone has a place, from the weakest to the most powerful. If one fails to do their job well, all will suffer the consequences. Careful planning and execution can overcome any obstacle.

Unfortunately, the defeats suffered at the hands of darakhul have left many drow questioning their faith. Some want to begin worshipping new, more violent forces to turn the tides. Even those who still cling to the old ways are split on whether to go into hiding or commit to a full-blown assault on the ghouls.

TERRIBLE DEFEATS

At first, the territory controlled by the darakhul did not intersect with that of the drow. As the Ghoul Imperium spread further and further throughout the Underworld, skirmishes between the outer guard and advance scouts of the drow and darakhul became more frequent. Realizing that such a powerful force and rich food supply was within reach, the darakhul quickly took the fight to the drow in their own cities.

The drow had never before been successfully invaded, but they had never before been attacked by a force like the darakhul. The drow relied on traps and defenses that employed poison or necrotic magic, which was great against living foes but mostly ineffective against the darakhul. Unable to kill what was already dead, the drow watched one city after another fall. And to make matters worse, their own dead were rising up as the enemy and joining the darakhul ranks.

DROW NAMES

Drow are named by their families at birth, with the names having meanings that convey the wishes of the family for the child. Common drow names translate as obedient, ingenious, commanding, and fearless.

Female Names: Ar'tik, Berril, Chi'zzl, Dillin, Fal'zzn, Id'sin, Li'liin, Mzz'ik, Ni'zzt, Ril'sir, Til'zzr

Male Names: Ber'zzn, Chr'fru, Dro'shu, Fru'kkr, Har'trk, Joor'tzz, Kru'jat, Ohb'qor, Pzz'lok, Vor'tre

DROW TRAITS

Your drow character has certain characteristics in common with all other drow.

Ability Score Increase. Your Intelligence score increases by 2.

Age. Drow physically mature at the same rate as humans, but they aren't considered adults until they reach the age of 50. They typically live to be around 500.

Size. Drow are slightly shorter and slimmer than humans. Your size is Medium.

Speed. Your base walking speed is 30 feet.

Alignment. Drow believe in reason and rationality, which leads them to favor lawful activities. However, their current dire situation makes them more prone than their ancestors to chaotic behavior. Their vicious fight for survival makes them capable of doing great evil in the name of self-preservation, although they are not by nature prone to evil in other circumstances.

Superior Darkvision. Accustomed to life in the darkest depths of the world, you can see in dim light within 120 feet of you as if it were bright light, and in darkness as if it

were dim light. You can't discern color in darkness, only shades of gray.

Fey Ancestry. You have advantage on saving throws against being charmed, and magic can't put you to sleep.

Mind of Steel. You understand the complexities of minds, as well as the magic that can affect them. You have advantage on Wisdom, Intelligence, and Charisma saving throws against spells.

Sunlight Sensitivity. You have disadvantage on attack rolls and on Wisdom (Perception) checks that rely on sight when you, the target of your attack, or whatever you are trying to perceive is in direct sunlight.

Languages. You can speak, read, and write Elvish and your choice of Common or Undercommon.

Subrace. Three subraces of drow exist in Midgard: delver, purified, and the more recent fever-bit. Choose one of these subraces.

DROW SUBRACES

The drow are generally born into different castes, which determines what is expected of them in drow society. The delvers are the workers who maintain the (once) magnificent drow cities, serve in the drow military, and keep the rest of the drow safe and fed. The purified make up the leaders, skilled laborers, and magic-users of the drow. With the war between the drow and the darakhul going so poorly, a new and growing population of drow, called the fever-bit, have been infected with darakhul fever and survived, changing them into something quite new—and potentially powerful.

PLAYING A DROW

You were born into a civilization that survived and thrived on order, stability, rational thought, and careful planning. Within your lifetime, you watched all of that come crashing down. The darakhul forces have you on the run, hiding out in small pockets of civilization, moving from place to place to avoid detection, or hearing about the devastation from a safe place far from the battle lines. Some within your ranks want to completely change the way drow live, create new rules and new ways of life, and do everything and anything to survive. Others believe this is naught but a new test of your people's resolve, and that only by remaining faithful to the old ways can you defeat your enemy. Wherever you come down on this debate, you have a new, strange world in front of you.

DELVER

You are one of the workers whose laborers prop up most of drow society. You were trained from birth to follow orders and serve the collective. You learned your trade well, whether it was building or fighting or erecting the traps that protected passages to your population centers.

Ability Score Increase. Your Strength or Dexterity score increases by 1.

Rapport with Insects. Your caste's years of working alongside the giant spiders and beetles that your people utilized in building and defending cities has left your caste with an innate affinity with the creatures. You can communicate simple ideas with insect-like beasts with an Intelligence of 3 or lower, such as spiders, beetles, wasps, scorpions, and centipedes. You can understand them in return, though this understanding is often limited to knowing the creature's current or most recent state, such as "hungry," "content," or "in danger." Delver drow often keep such creatures as pets, mounts, or beasts of burden.

Specialized Training. You are proficient in one skill and one tool of your choice.

Martial Excellence. You are proficient with one martial weapon of your choice and with light armor.

FEVER-BIT

You were once a normal drow, then you fell victim to the ravaging claws and teeth of a darakhul. The deadly darakhul fever almost took your life, but, when you were on the verge of succumbing, you rallied and survived. You were changed, however, in ways that even the greatest healers of your people can't fathom. But now that you are immune to darakhul fever, your commanders have a job for you.

Ability Score Increase. Your Constitution score increases by 1.

Deathly Resilience. Your long exposure to the life-sapping energies of darakhul fever has made you more resilient. You have resistance to necrotic damage, and you have advantage on death saving throws.

Iron Constitution. You are immune to disease.

Near-Death Experience. Your brush with death has made you more stalwart in the face of danger. You have advantage on saving throws against being frightened.

PURIFIED

You were born into the caste that produces the leaders and planners, the priests and wizards, the generals and officers of drow society. Your people, it is believed, were tested by the beneficent powers your worship, and you passed those tests to become something more. Your innate magic proves your superiority over your fellows.

Ability Score Increase. Your Charisma score increases by 1.

Innate Spellcasting. You know the *poison spray* cantrip. When you reach 3rd level, you can cast *suggestion* once with this trait and regain the ability to do so when you finish a long rest. When you reach 5th level, you can cast the *tongues* spell once with this trait and regain the ability to do so when you finish a long rest. Intelligence is your spellcasting ability for these spells.

Born Leader. You gain proficiency with two of the following skills of your choice: History, Insight, Performance, and Persuasion.

Mushroomfolk

The Underworld is teeming with danger and death. The ravenous and unrelenting darakhul seek domination over everything in their path. The inscrutable madness of the derro make them dangerous to creatures in reach of their domain. The calculating and dispassionate drow put their own survival above everything else. With so many inhospitable, or openly evil, forces at play in the Underworld, one race lives a more-or-less peaceful life in the depths of the world: the mushroomfolk.

A DIVERSE PHYSIOGNOMY

The physical appearance of mushroomfolk is even more diverse than their flesh-and-blood counterparts. They have evolved appendages resembling arms and legs, as well as organs for taking in sensory information. Beyond that, they can be as different from one another as surface fungi are from each other, even within the same clan. Some mushroomfolk are tall and thin with caps like toadstools, while others might be short and squat like puffballs. Their diversity strengthens the survivability of their race and their clan.

Mushroomfolk have no gender, and they are capable of both sexual and asexual reproduction. Roughly once a year, a mushroomfolk is capable of creating a copy of itself via a specialized spore, which takes about 5 years to become an adult mushroomfolk. It's also possible for two mushroomfolk to combine spores and create a completely new type of mushroomfolk. This process takes longer, and usually only takes place when the clan is in a settlement phase. An adult grows from this process after about 10 years, but such individuals are considered hardier and a good omen for a clan.

CLANS OF WANDERERS AND SETTLERS

The lives of the mushroomfolk are concerned mainly with the search for, or the tending of, sources of nutrition. This concern dictates the lifestyle, religion, ethos, and survival of the mushroomfolk. Clans of the creatures wander the Underworld until they find an area rich in the nutrition they need to survive. If a large area of potential nutrition is found, the wandering clan changes its mode of operation. Specialists in raising creatures or farming vegetation take over, letting the scouts and wayfinders rest for a bit.

At the same time, the scouts and wanderers from other clans might encounter a settled clan. Wandering newcomers join the settled clan for a time, learn from them, share spores to strengthen the clans, and determine if the clans must combine or split to ensure optimal chances of survival.

Clans may settle for a few weeks, a few months, or even a few years. At some point, however, the nutrition runs out. Then the clan switches survival modes again, repeating the process as scouts are deployed and the clan goes on the move.

MUSHROOMFOLK RELIGION

The mushroomfolk gain sustenance from death and decay. Unlike the darakhul, however, they feed on creatures and vegetation that have died naturally and started to decay. This reliance on putrescence as a form of food often seems ghoulish to outsiders—or at least it seems so until the outsider encounters the true ghouls of the Underworld.

During important times of the year, the mushroomfolk perform elaborate rituals involving the finding and the harvesting of food: when scouts leave or return, when important sites of sustenance are found, when scouts of other clans join them or leave, etc. Even during less important times, the mushroomfolk have small rites and rituals they perform that others might not even notice. Experts in religion who watch these rituals recognize them as a spattering of rites from different faiths. The most prevalent offerings revolve around the worship of Anu-Akma, the Lord of the Underworld and one of the main deities of the darakhul. However, the mushroomfolk have no idea of the power they are worshipping: they simply revere the force that brings the decay and rot that they need to survive.

PLAYING A MUSHROOMFOLK

The close-knit nature of mushroomfolk clans generally makes the tales of mushroomfolk PCs hard-luck stories. Most likely your clan was destroyed by some Underworld threat, and you now wander the world looking for a new family. Maybe you were exiled from your clan for some reason, and you were adopted by some other race or a group of adventurers. You even might be off on a long-term mission to collect information about an area, serving your clan in that way, and you will return only when you feel you have enough interesting data to provide.

RELATIONS WITH THE DARAKHUL

The mushroomfolk have an interesting and unique relationship with the darakhul. They are no threat to the darakhul, but nor are they a potential food source. The darakhul, on the other hand, are a tasty treat to the mushroomfolk—even when still in an undead state, but especially after they have been destroyed. This is disconcerting to the darakhul.

On the other hand, the trusting and placid nature of the mushroomfolk makes them a useful tool for the darakhul. Darakhul spies can count on getting honest intelligence from mushroomfolk scouts or clans they encounter, which might be useful in their subjugation of the Underworld. The mushroomfolk also understand that where darakhul armies march, there is often death, with rotting bodies to give them sustenance.

MUSHROOMFOLK NAMES

A mushroomfolk is given a name by the clan leaders when it becomes old enough to take on important work for the clan. The individual receives a name for itself, and it also takes on the name of its clan. A mushroomfolk without a clan only uses its given name, or it might take on a pseudonym if it lives in shame for past misdeeds.

Individual Names: Arhk, Bussle, Carntul, Darvish, Furnum, Garbelt, Haredt, Jarbish, Lever, Mivel, Paruuk, Qibble, Staphle, Vassil

Clan Names: Aaughot, Chough, Dousku, Guush, Hoovush, Kushuk, Nouhuph, Phushmug, Shublum, Unugh, Wurnush

MUSHROOMFOLK TRAITS

Your mushroomfolk character has certain characteristics in common with all other mushroomfolk.

Ability Score Increase. Your Wisdom score increases by 2.

Age. Mushroomfolk reach maturity by the age of 5 and rarely live longer than 50 years.

Size. Mushroomfolk size is determined by their subrace.

Alignment. The limited interaction mushroomfolk have with other creatures leaves them with a fairly neutral view of the world in terms of good and evil, while their societal structure makes them more prone to law than chaos.

Speed. Your base walking speed is 30 feet.

Darkvision. Accustomed to life underground, you can see in dim light within 60 feet of you as if it were bright light,

and in darkness as if it were dim light. You can't discern color in darkness, only shades of gray.

Fungoid Form. You are a humanoid, though the fungal nature of your body and your unique diet of decayed vegetable and animal matter marks you with some plant-like characteristics. You have advantage on saving throws against poison, and you have resistance to poison damage. In addition, you are immune to disease.

Hardy Survivor. Your upbringing in mushroomfolk society has taught you how to defend yourself and find food. You have proficiency in the Survival skill.

Languages. You can speak, read, and write Mushroomfolk and your choice of Common or Undercommon.

Subrace. Three subraces of mushroomfolk are known to wander Midgard: acid cap, favored, and morel. Choose one of these subraces.

MUSHROOMFOLK SUBRACES

Because of the multitude of physical makeups of mushroomfolk, there are great differences among and within the clans. However, there are three main subraces of mushroomfolk that are most likely to become adventurers.

ACID CAP

You were one of the warriors and guardians of your clan, using your strength and acid spores to protect your clanmates and your territory.

Ability Score Increase. Your Strength score increases by 1.

Size. Your size is Medium.

Acid Cap Resistance. You have resistance to acid damage.

Acid Spores. When you are hit by a melee weapon attack within 5 feet of you, you can use your reaction to emit acidic spores. If you do, the attacker takes acid damage equal to half your level (rounded up). You can use your acid spores a number of times equal to your Constitution modifier (a minimum of once). You regain any expended uses when you finish a long rest.

Clan Athlete. You have proficiency in the Athletics skill.

FAVORED

A few special mushroomfolk grow to become shamans, generals, and other types of remarkable leaders. Your spores invite cooperation, peace, and healing among your allies. Others look to you for guidance and succor in the harsh Underworld environs.

Ability Score Increase. Your Charisma score increases by 1.

Size. Your size is Medium.

Blessed Help. Your intuition and connection to your allies allows you to assist and protect them. You know the *spare the dying* cantrip. When you reach 3rd level, you can cast the *bless* spell once with this trait and regain the ability to do so when you finish a long rest. Charisma is your spellcasting ability for these spells.

Clan Leader. You have proficiency in the Persuasion skill.

Restful Spores. If you or any friendly creatures within 30 feet of you regain hit points at the end of a short rest by spending one or more Hit Dice, each of those creatures regains additional hit points equal to your proficiency bonus. Once a creature benefits from your restful spores, it can't do so again until it finishes a long rest.

MOREL

Your specialty for your clan was acting as a scout and a wayfinder. Your abilities to avoid problems and locate new sources of food for your clan was instrumental in their survival, and your interactions with other clans helped keep your people alive and well.

Ability Score Increase. Your Dexterity score increases by 1.

Size. Your size is Small.

Speed. You are light on your feet and capable of quick movement to escape the threats of the Underworld. Your base walking speed increases to 35 feet.

Adaptable Camouflage. If you spend at least 1 minute in an environment with ample naturally occurring plants or fungi, such as a grassland, a forest, or an Underworld fungal cavern, you can adjust your natural coloration to blend in with the local plant life. If you do so, you have advantage on Dexterity (Stealth) checks for the next 24 hours while in that environment.

Clan Scout. You have proficiency in the Stealth skill.

Satarre, the Children of Nidhogg

The satarre call themselves the "devourers" or "those who end the world" due to their association with Nidhogg, the World-Eater. Others call them "Children of Nidhogg" to avoid drawing their direct attention and, frankly, out of fear for the attention. The satarre are rarely kind or compassionate; they are, at best, devoted, zealous servants of the gods of death and oblivion. More often they function directly as servants of Nidhogg, the dragon gnawing at the roots of the World Tree. Some believe the satarre have a distant connection to the dragonborn, though both sides deny any such affiliation.

SOME LAZY, SOME STRIVING

The satarre are powerful and wise creatures often found serving in dark cults or (less often) warning other races of the plans of such cults and seeking to prevent some disaster by prophecy, guidance, and cunning.

Most of them strive to destroy the worlds of mortals and bring about the end of all things. They are relentless in the pursuit of knowledge, of the veneration of dark gods, and in their swift action to pursue any goal that might topple the World Tree and end a corrupt age. They are often advisors to cultists and evil priests.

However, some of the satarre are simply in no such hurry to bring on the end of all things. Other satarre call these renegade satarre the latje, "the slothful ones." Though not outwardly different from other satarre, the latje often see little purpose in destruction for its own sake, or they see their role as warning others of the dangers of the dark gods and the widening grasp of the cold, uncaring Void. Most latje are exiled from their communities or seek the company of other races, rather than remaining close to the world-ending ambitions of most of their kind. Their numbers have always been small.

PLANAR TRAVELERS

The satarre know the many worlds and their connections, and they are familiar with shadow, planar doorways, and similar arcana. They are comfortable speaking with demons, devils, and heralds of darkness, for their people have long been those who turn grand and maleficent visions into plans suitable for action.

All satarre have a deep hatred of the volmar (also called the Children of Yggdrasil [*Creature Codex*, p. 61]) and the ravenfolk (*Midgard Heroes Handbook*, p. 26), for these two have long opposed the satarre's efforts on behalf of darkness and destruction.

STRONG VOID SPEAKERS

The satarre are speakers of Void Speech, and the whispers and invocations of dark gods that drive others mad seem to not trouble the satarre. The satarre are a friend to the darakhul, dhampirs, tieflings, and vampires, and satarre and derro always seem to understand one another.

SATARRE NAMES

Satarre names are often similar to names of the cultures where they are raised, though satarre raised on the planes or in cults of Chernobog or Hriggala tend toward names with a Northern or Eastern ring to them. Names in Void Speech are also common and are presented below.

All satarre are given cult names, indicating which dark god their lives were dedicated to at their naming day. Most continue to serve or at least pray to these gods as adults, with varying degrees of piety. However, the latje satarre no longer use their cult names, preferring instead more neutral terms such as "ai-Vellec" (of the World) or "ai-Rinska" (the Messenger).

Male Names: Aggorret (eater), Denahrek (servant), Medloss (binder), Mörkothr (darkness), Narkot (gnawer), Pälsore (slaver), Vessar (blooddrinker), Rabefress (slayer)

Female Names: Atlessa (jewel), Binulett (scout), Frizel (scribe), Ixa (blade), Miskra (maggot), Respy (builder), Unskappa (wisdom), Unterra (doom)

Common Cult Names: ai-Anuako (Anu-Akma), ai-Charno (Chernobog), ai-Hrigga (Hriggala), ai-Loki (Loki), ai-Marena (Marena), ai-Mokko (Mot), ai-Niresh (Nidhogg), ai-Nakro (Nakresh), ai-Quam (Alquam), ai-Qorgeth (Qorgeth), ai-Vardoss (Vardesain), ai-Vitta (White Goddess)

SATARRE TRAITS

Your satarre heritage is apparent in a variety of traits you share with other satarre.

Ability Score Increase. Your Constitution score increases by 2, and your Intelligence score increases by 1.

Age. Satarre grow quickly, walking soon after hatching and reaching the development of a 15-year old human by age 6. They maintain the same appearance until about 50, then begin a rapid decline. Satarre often die violently, but those who live longer survive to no more than 65 years of age.

Alignment. Satarre are born with a tendency toward evil akin to that of rapacious dragons, and, when raised among other satarre or darakhul, they are usually evil. Those raised among other cultures tend toward the norm for those cultures.

Size. Satarre are tall but thin from 6 to 7 feet tall with peculiar, segmented limbs. Your size is Medium.

Speed. Your base walking speed is 30 feet.

Darkvision. Thanks to your dark planar parentage, you have superior vision in darkness. You can see in dim light within 60 feet of you as if it were bright light, and in darkness as if it were dim light. You can't discern color in darkness, only shades of gray.

A Friend to Death. You have resistance to necrotic damage.

Keeper of Secrets. You have proficiency in the Arcana skill, and you have advantage on Intelligence (Arcana) checks related to the planes and planar travel. In addition, you have proficiency in one of the following skills of your choice: History, Insight, and Religion.

Carrier of Rot. You can use your action to inflict rot on a creature you can see within 10 feet of you. The creature must make a Constitution saving throw. The DC for this saving throw equals 8 + your Constitution modifier + your proficiency bonus. A creature takes 1d4 necrotic damage on a failed save, and half as much damage on a successful one. A creature that fails the saving throw also rots for 1 minute. A rotting creature takes 1d4 necrotic damage at the end of each of its turns. The target or a creature within 5 feet of it can use an action to excise the rot with a successful Wisdom (Medicine) check. The DC for the check equals your saving throw DC. The rot also disappears if the target receives magical healing. The damage for the initial action and the rot increases to 2d4 at 6th level, 3d4 at 11th level, and 4d4 at 16th level.

After you use your Carrier of Rot trait, you can't use it again until you complete a short or long rest.

Languages. You can speak, read, and write Common and one of the following: Abyssal, Infernal, or Void Speech. Void Speech is a language of dark gods and ancient blasphemies, and the mere sound of its sibilant tones makes many other creatures quite uncomfortable.

Shade

Life leaves echoes in its wake, whether crumbled remnants of a bygone civilization, tales of heroes and gods that spawn new beliefs, or even the echo of an individual soul left behind to haunt the living world. The world of Midgard is no stranger to ghosts and specters that linger beyond death, but sometimes a person's passion, purpose, and will to live are so strong, their tie to the living world so unbreakable, that their memories create a vessel for their soul after their body dies. These people are called shades. Shades can arise from any living race.

There are rumors of darakhul or other undead leaving shades behind after destruction, but there are no reliable accounts of such a creature. It is more likely that an undead creature with strong enough will to become a shade becomes a shade of the race they were in true life.

SPIRIT AND FLESH

A shade possesses a physical body that looks, acts, and feels similar to a living member of their original race, at least superficially. Shades must breathe, consume food and drink, and require shelter from adverse weather. Despite the functional similarities to a living body, a shade isn't composed of flesh and blood. Their bodies are a memory of who they once were, inhabited and quickened by the presence of their soul. Exhaustion, deprivation, and injury take their toll on a shade's body, disrupting their body's ability to maintain the connection to their soul. Food, drink, and air aren't necessary to nourish their bodies but merely to help them maintain the sense of being a living, breathing creature. Similarly, shades appear to sleep, but they do not require it.

The more injured or exhausted a shade, the less corporeal they appear. The colors of their body wash out to pale, desaturated tones, and light begins to pass through them. Blood from their wounds starts out as red and vibrant as any humanoid's, but closer to death, their wounds cease to bleed and seem to evaporate at the edges.

LIVING MEMORY

The strength of a shade's memory of themselves and their place in life is the core of their being. Newer shades are almost impossible to distinguish from their prior, fully-living selves. Like anything exposed to the gnawing ravages of time, however, memory fades. The older a shade gets, the memories that keep them tethered to the living world begin to fray. They might grow forgetful, losing track of where they are or what year it is. Their memories might drift together, causing them see people around them as figures from their past.

Many shades keep detailed memoires, tending to them with the same devotion that any living creature shows seeking out food and water. Shades can theoretically live forever, but in practice, the memories that tether them to life can't hold out indefinitely. Journals and other personal mementos help shades keep hold of themselves and allow them to last longer, sometimes for centuries.

SHADES IN MIDGARD

The largest known concentration of shades has arisen relatively recently in the conquered kingdom of Krakovar. The death that swept from the vampires to the south and their ghoulish allies that boiled up from the earth's crevices created the perfect conditions for shades to arise. Despite their greater frequency, even in the new annex of the greater Blood Kingdom, shades remain scattered except for one place. A tiny village in the Ostre Hills, Werghart, hosts a community of shades. It's remote and completely beneath the notice of the vampire ruling nobility because a scouting force destroyed it during the conquest. The shades found it not long after and set about to building themselves a new life.

The Werghart shades are cut off, but they are determined and could make powerful allies in striking at the Blood Kingdom from within.

In the Southlands, shades are more common in Nuria Natal and in Siwal the City of Gardens. Siwali shades are great assets to the gravebinders who oversee the Necropolis, often becoming gravebinders themselves.

SHADE ADVENTURERS

Because they can arise from any people, shades come from all corners of Midgard and from all walks of life. Station and wealth are no guarantee to help one linger on after the body's death either. It's not unheard of for a person to die only to rise as a shade with little understanding that anything changed. Some even hide or dispose of their original remains, sometimes suppressing or deeply denying the act at all, and resume their life with no disruption. Anyone could secretly, sometimes even to themselves, be a shade.

Some traveling shades leave their old lives behind, particularly those who were alone in life with no one to mourn them or fuel their memory. Such shades make up the majority of adventurers. Other more established shades might set out on a quest for the means to restore their true life or to protect loved ones from a threat. Krakovan shades engage in endless sabotage, harassment, and even outright warfare against the occupying forces of the Blood Kingdom.

SHADE TRAITS

Your shade character has a collection of traits that arise from being a shade as well as a few drawn from life.

Ability Score Increase. Your Charisma score increases by 1, and one other ability score of your choice increases by 1. Choose one ability score that is increased by your Living Origin or by one of its subraces. That ability score increases by 1.

Age. Shades appear as the age they were when they died. They potentially have no limit to their lifespan, but, realistically, ancient shades grow weary and lose their hold on their memories, fading away near 750 years old.

Alignment. Shades come from all walks of life but tend toward neutrality. Shades that lack contact with other people grow more selfish over time and slip toward evil.

Size. Your size is determined by your Living Origin.

Speed. Your speed is determined by your Living Origin.

Darkvision. Your existence beyond death makes you at home in the dark. You can see in dim light within 60 feet of you as if it were bright light and in darkness as if it were dim light. You can't discern color in darkness, only shades of gray.

Ghostly Flesh. Starting at 3rd level, you can use your action to dissolve your physical body into the ephemeral stuff of spirits. You become translucent and devoid of color, and the air around you grows cold.

Your transformation lasts for 1 minute or until you end it as a bonus action. During it, you have a flying speed of 30 feet with the ability to hover, and you have resistance to bludgeoning, piercing, and slashing damage from nonmagical attacks that aren't made with silvered weapons. In addition, you have advantage on ability checks and saving throws made to escape a grapple or against being restrained, and you can move through creatures and solid objects as if they were difficult terrain. If you end your turn inside an object, you take 1d10 force damage.

Once you use this trait, you can't use it again until you finish a long rest.

Imperfect Undeath. You are a humanoid, but your partial transition into undeath makes you susceptible to effects that target undead. Though you can regain hit points from spells like *cure wounds*, you can also be affected by game effects that specifically target undead, such as a cleric's Turn Undead feature. Game effects that raise a creature from the dead work on you as normal, but they return you to life as a shade. A *true resurrection* or *wish* spell can restore you to life as a fully living member of your original race.

Life Drain. When you damage a creature with an attack or a spell, you can choose to deal extra necrotic damage to the target equal to your level. If the creature's race matches your Living Origin, you gain temporary hit points equal to the necrotic damage dealt. Once you use this trait, you can't use it again until you finish a short or long rest.

Spectral Resilience. You have advantage on saving throws against poison and disease, and you have resistance to necrotic damage.

Languages. You can speak, read, and write Common and one other language spoken by your Living Origin.

Living Origin. As living echoes of who they once were, shades maintain some of the traits they bore in life. Choose another race as your Living Origin. This is the race you were in life. Your size and speed are those of your Living Origin, and you know one language spoken by your Living Origin.

MEMENTO MORI

A shade's remembrance of their own life, their own self, is the key to their continued existence. When others honor their memory, a shade can draw sustenance and strength from it. Any token, gift, or even a work of art or poetry intended to honor the memory of the shade carries the giver or creator's memory and can sustain the shade.

Creating a true memento mori requires that the creator have a genuine desire to honor the shade. It might seem trivial for a shade's bard companion to compose poems or songs regularly, thus sustaining the shade, but such attempts fail. Memory is the key, and a creator who is in regular close contact with the shade draws more on that contact than on their own memory. A shade's traveling companion painting a portrait of the shade during their travels will never become a memento mori, but a handmade twine bracelet given by a villager after the shade saved their village might if the shade moves on. Above all, a true, empowered memento mori must carry meaning.

Memento Mori

Wondrous item, uncommon (requires attunement by the shade for whom it was offered)

As long as you have the memento mori in your possession, you don't require food, drink, or sleep. As an action, you can draw on all the stored memory at once, and you receive the effects of a *potion of heroism*. When the effect expires, the memento mori loses its magic.

Class Options

An adventurer's time in the Underworld or interacting with the undead can often shape the adventurer, leading them down darker paths or to new resolve. The options presented in this chapter are all appropriate choices for adventurers in the Underworld or any campaign where the undead are a major threat. Some of the options are restricted to members of particular races native to the Underworld, while other options might be better suited for more villainous characters. Check with your GM to find out which class options are allowed in your campaign.

RESTRICTED CLASS OPTIONS

Some of the class options presented here have restrictions based on the character's alignment or race or the class option's tenets. Not every campaign includes races native to Midgard, good/evil axis alignments, or the same tenets regarding life and death. At the GM's discretion, some of these class options might be available to characters who don't meet these restrictions.

Keep in mind, however, that many of these restrictions utilize a trait unique to a particular race, such as a bite attack, or reinforce the goal or story of a class option. Some features of a class option might need to be reworked to make it viable to those outside of its restrictions, especially the class options with race restrictions. For example, if the Oath of Consumption was open to any race, its Fearsome Bite would need to be adjusted to allow a creature without a natural bite attack to make a bite attack.

Check with your GM to find out which restricted class options are available in your game.

Barbarian Primal Path

Though founded by undead deserters from the Ghoul Imperium, the Order of the Ebon Star (see page 3) welcomes assistance from any who wish to see the Imperium fall, living or undead. Those who join the order and pledge themselves to the goddess of magic often find themselves blessed by her power in many ways. The barbarians of the order are particularly adept at resisting the powers of the undead while crushing the order's enemies.

PATH OF THE EBON STAR

The fight against the Ghoul Imperium and its vampire allies that consumes the thoughts and actions of all members of the Order of the Ebon Star is generally one that is handled with finesse and careful planning. Then there is how the Order's barbarians handle things. If the rest of the order is the sharpened wooden stake, its barbarians are the blunt instrument used to drive that stake home.

BLINDING RAGE

Starting when you choose this path at 3rd level, your attacks while you rage carry the blinding magic of the Queen of Night and Magic. While raging, you can blind a creature you hit with a melee weapon attack. The creature

must succeed on a Constitution saving throw (DC equal to 8 + your proficiency bonus + your Constitution modifier) or be blinded until the end of its next turn. Undead have disadvantage on this saving throw. You can use this ability only once per rage.

FERVOR OF THE EBON STAR

Beginning at 6th level, your rage strengthens the goddess' magic within you, protecting you and enhancing your deadliest weapon strikes. While you're raging, you have resistance to necrotic damage, and, when you critically hit with a melee attack, you deal extra force damage equal to half your barbarian level.

EBON PRESERVATION

Beginning at 10th level, you are immune to disease, and your hit point maximum can't be reduced.

SLAY HER ENEMIES

Starting at 14th level, as a bonus action, you can move up to your speed toward a hostile undead creature you can see and make one melee weapon attack. If the attack hits, the target is knocked prone.

Bard College

The Underworld presents a unique challenge for those creating music. Its stalagmite and stalactite-filled caverns and its long tunnels twist sound, alternating between dampening and enhancing it. Some bards find inspiration in this twisting and learn to manipulate the sounds around them.

COLLEGE OF ECHOES

In the Underworld, sound works differently than on the surface. Your exposure to echoes has taught you about how sound changes as it moves and encounters obstacles. Inspired by the effect caves and tunnels have on sounds, you have learned to manipulate sound with your magic, curving it and altering it as it moves. You can silence the most violent explosions, you can make whispers seem to reverberate forever, and you can even change the sounds of music and words as they are created.

ECHOLOCATION

When you join the College of Echoes at 3rd level, you learn how to see with your ears as well as your eyes. As long as you can hear, you have blindsight out to a range of 10 feet, and you have disadvantage on saving throws against effects that would deafen you.

At 14th level, your blindsight is now out to a range of 15 feet, and you no longer have disadvantage on saving throws against effects that would deafen you.

ALTER SOUND

At 3rd level, you can manipulate the sounds of your speech to mimic any sounds you've heard, including voices. A creature that hears the sounds can tell they are imitations with a successful Wisdom (Insight) check contested by your Charisma (Deception) check.

In addition, you can manipulate some of the sounds around you. You can use your reaction to cause one of the following effects.

Enhance. You can increase the volume of a sound originating within 30 feet of you, doubling the range it can be heard and granting creatures in range of the sound advantage on Wisdom (Perception) checks to detect the sound. In addition, when a hostile creature within 30 feet

of you takes thunder damage, you can expend one use of Bardic Inspiration and increase the thunder damage by an amount equal to the number you roll on the Bardic Inspiration die.

Dampen. You can decrease the volume of a sound originating within 30 feet of you, halving the range it can be heard and granting creatures in range of the sound disadvantage on Wisdom (Perception) checks to detect the sound. In addition, when a friendly creature within 30 feet of you takes thunder damage, you can expend one use of Bardic Inspiration and decrease the thunder damage by an amount equal to the number you roll on the Bardic Inspiration die.

Distort. You can change 1 word or up to 2 notes within 30 feet of you to another word or other notes. You can expend one use of Bardic Inspiration to change a number of words within 30 feet of you equal to 1 + the number you roll on the Bardic Inspiration die, or you can change a number of notes of a melody within 30 feet of you equal to 2 + double the number you roll on the Bardic Inspiration die. A creature that can hear the sound can notice it was altered by succeeding on a Wisdom (Perception) check contested by your Charisma (Deception) check. At your GM's discretion, this effect can alter sounds that aren't words or melodies, such as altering the cries of a young animal to sound like the roars of an adult.

Disrupt. When a spellcaster casts a spell with verbal components within 30 feet of you, you can expend one use of your Bardic Inspiration to disrupt the sounds of the verbal components. The spellcaster must succeed on a concentration check (DC 8 + the number you roll on the Bardic Inspiration die) or the spell fails and has no effect. You can disrupt a spell only if it is of a spell level you can cast.

RESOUNDING STRIKES

Starting at 6th level, when you hit a creature with a melee weapon attack, you can expend one spell slot to deal thunder damage to the target, in addition to the weapon's damage. The extra damage is 1d6 for a 1st-level spell slot, plus 1d6 for each spell level higher than 1st, to a maximum of 6d6. The damage increases by 1d6 if the target is made of inorganic material such as stone, crystal, or metal.

REVERBERATING STRIKES

At 14th level, your Bardic Inspiration infuses your allies' weapon attacks with sonic power. A creature that has a Bardic Inspiration die from you can roll that die and add the number rolled to a weapon damage roll it just made, and all of the damage from that attack becomes thunder damage. The target of the attack must succeed on a Strength saving throw against your spell save DC or be knocked prone.

THE RANGE OF SOUND

Some effects that create sounds specify the range at which they can be heard, such as the *horn of blasting*, but the range of sound on many effects is more ambiguous, such as the voice altering aspect of the *thaumaturgy* spell. Before you play a College of Echoes bard, discuss with your GM how sounds and their ranges, especially for the more ambiguous effects, will be treated in your game. This will keep you both on the same page of how sound will work throughout the course of play and help avoid frustrations when you use your Alter Sounds feature to manipulate the sounds around you.

At your GM's discretion, the dampening and enhancing effects of your Alter Sounds can allow *message* spells to travel further, allies to sneak more quietly, your group to have a private conversation in a crowded area, or other similar effects.

Monastic Tradition

Ghouls are ruled by their hunger and have even built their society around the consumption and preservation of the humanoid flesh that sustains them. However, some darakhul have found a path that frees them from their hunger, allowing them to turn it on their enemies.

WAY OF SATED HUNGER

The hunger clawed at you. It was for blood or for flesh, but it was impossible to ignore. Until now. The hunger once ruled your life, but no more. You have transcended the need to feed through meditation and spiritual discipline, and you are no longer a prisoner of your hunger.

A less-popular creed followed by a sect of the Hunger God's cult, the Sated Hunger path is one few successfully tread. Most who try succumb to their hunger shortly after beginning. You might have found the Sated Hunger path through this sect, or you might have found it through your own personal meditation. Whatever the case, you are freed of your hunger, and you have even found a way to turn the energy of that hunger against your enemies.

RESTRICTION: DARAKHUL OR DHAMPIR

You can choose this monastic tradition only if you are a darakhul or a dhampir.

SATED APPETITE

Starting when you choose this tradition at 3rd level, you no longer feel hunger, you don't need to eat or drink, and you don't suffer any penalties for not eating or drinking. If you are a darakhul, you gain the full benefits of your Undead Resilience, even if you haven't consumed 1 pound of raw meat in the last 24 hours.

WEAPONIZED HUNGER

At 3rd level, you have learned to use your bite to great effectiveness. Once per turn, when you hit a creature with your bite, you can spend 1 ki point to deal extra necrotic damage equal to one roll of your Martial Arts die. If the attack roll is a critical hit, you gain temporary hit points equal to the necrotic damage dealt for 1 hour.

FEED THE HUNGRY

Beginning at 6th level, you can share some of your inner peace with another creature, healing its wounds and quelling its hunger for a time. As an action, you can spend 1 ki point to restore hit points to a creature you touch. The creature regains hit points equal to one roll of your Martial Arts die + your Wisdom modifier. You can spend up to 2 additional ki points to increase the amount of hit points restored. For each additional point you spend, the creature regains hit points equal to one roll of your Martial Arts die. This feature can restore a creature to no more than half its hit point maximum. A creature healed in this way is provided with enough nourishment to sustain it for one day.

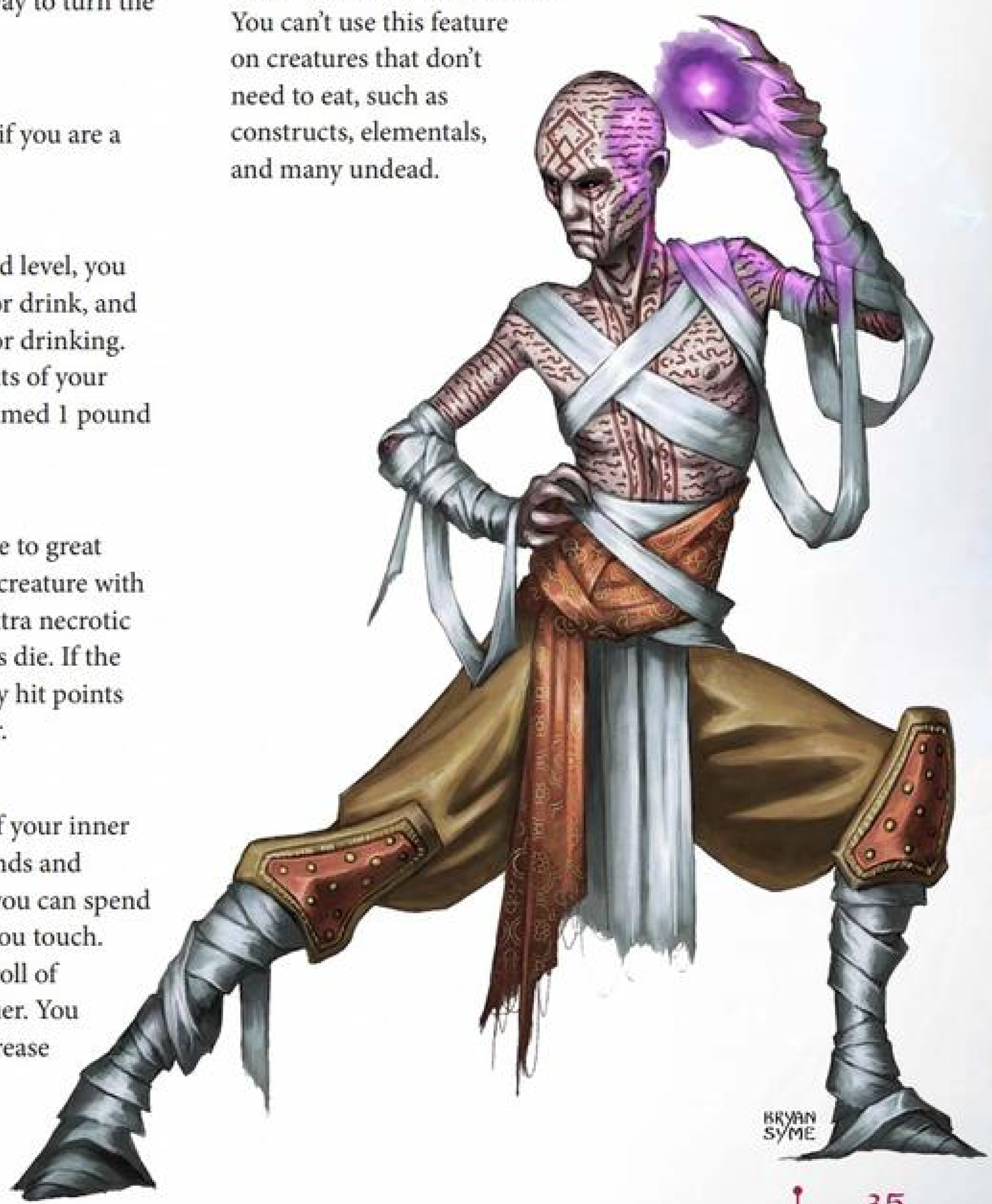
SATED CLARITY

At 11th level, your mastery of your hunger grants you greater clarity and awareness. You have advantage on initiative rolls, and you can spend 4 ki points to cast *life sense* (see page 62).

INDUCE HUNGER

At 17th level, you can turn the energy of your sated hunger into a ravenous hunger that afflicts a creature who dares to strike you. When a creature hits you with a melee attack, you can use your reaction to induce hunger in the attacker. If you do, the attacker takes necrotic damage equal to your Wisdom modifier, and it must succeed on a Constitution saving throw or be incapacitated by overwhelming hunger until the end of its next turn.

You can't use this feature on creatures that don't need to eat, such as constructs, elementals, and many undead.



Paladin Sacred Oaths

The influence of the undead spreads in many ways. Among the darakhul and dhampirs, the God of Hunger's influence often reigns, leading them to lives of excess and gluttony. Conversely, those who survive the dreaded darakhul fever often find themselves empowered by its touch and dedicate themselves to preventing further spread of the disease.

OATH OF CONSUMPTION

The Oath of Consumption dredges the paladins who follow it in an existence of base greed. These paladins, often called all-eaters by horrified witnesses, revel in degradation, not just of their foes, but of the social norms their opponents champion. They seek to consume anything they can overpower and bow only to those with the power to consume more than them. Paladins of this oath often follow gods of hunger, excess, and greed. They hold voracious creatures as ideals and incorporate images of purple worms, hyenas, sharks, and similar animals into their helmets, armor, or coats of arms.

RESTRICTION: DARAKHUL OR DHAMPIR

You can choose this paladin sacred oath only if you are a darakhul or a dhampir.

TENETS OF CONSUMPTION

While the exact manner in which these paladins show their faith varies, all adherents of the Oath of Consumption share these tenets.

Devour. Feast on any who stand against you. They are the fuel for your war.

Debase. Let none stand higher than you. Consume their spirit that they know their place.

Demoralize. Take what you want and flaunt it before those who could not keep it from you.

Despoil. Learn what your enemy loves and destroy it.

OATH SPELLS

You gain oath spells at the paladin levels listed.

OATH OF CONSUMPTION SPELLS

Level	Spells
3rd	*hunter's mark, undermine armor**
5th	*boiling oil*, enhance ability*
9th	*fear, spiteful weapon**
13th	*desiccating breath*, locate creature*
17th	*ensanguinate*, insect plague*

*indicates a spell in the *Midgard Heroes Handbook*

CHANNEL DIVINITY

When you take this oath at 3rd level, you gain the following two Channel Divinity options.

Fearsome Bite. As a bonus action, your jaw widens and shadows curl around your teeth for 1 minute or until you dismiss it as a bonus action. During this time, when you use the Attack action with a melee weapon, you can make one bite attack as a bonus action and add your Charisma modifier to the damage roll. In addition, your bite counts as magical for the purpose of overcoming resistance and immunity to nonmagical attacks and damage.

Horrifying Thoughts. You can use your Channel Divinity to fill your foes with dread at the prospect of becoming your meal. As an action, you force a creature within 30 feet of you to make a Wisdom saving throw as you fill its thoughts with images of you tearing at its flesh with your teeth. On a failed save, the creature is incapacitated until the end of your next turn. On a successful save, the creature is frightened of you until the end of your next turn.

Starting at 15th level, on a failed save, the target is paralyzed until the end of your next turn. On a successful save, the target is incapacitated until the end of your next turn or frightened of you for 1 minute (your choice). A frightened creature can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

AURA OF DEVOURING

Beginning at 7th level, you exude an aura of hunger to a distance of 10 feet while you're not incapacitated. When you hit a creature in this aura with a weapon attack, you can choose for the attack to deal necrotic damage instead of its normal type of damage, which includes any extra damage the attack deals, such as the extra damage from Divine Smite. In addition, when you score a critical hit on an attack roll made with your bite against a creature in the aura, you regain hit points equal to half your paladin level.

At 18th level, the range of this aura increases to 30 feet.

DYING FEAST

Starting at 15th level, when you are reduced to 0 hit points within 60 feet of the body of a creature that died less than 1 year ago, you can use your reaction to drain what vitality remains in the body to halt your death, and you regain hit points equal to your Charisma modifier (minimum of 1). Once you use this feature, you can't use it again until you finish a long rest.

AVATAR OF HUNGER

At 20th level, you become an avatar of hunger and gain the following benefits:

- When you use Fearsome Bite to make a bite attack, you regain hit points equal to the amount of damage you dealt with the bite attack.
- As a bonus action, you can infect a creature you can see within 30 feet of you with hunger. Once you use this feature on a creature, you can't use it on that creature again until it finishes a long rest.

  Friendly Target. If you infect a friendly target, its mouth widens and grows fangs, which it can use to make unarmed strikes. If the target hits a creature with its fangs, the target deals piercing damage equal to 1d6 + its Strength modifier to the creature, and it regains hit points equal to the damage dealt. The fangs last until the end of the target's next turn.

  Hostile Target. If you infect a hostile target, it must succeed on a Constitution saving throw or have disadvantage on its attack rolls until the end of its next turn as its hunger gnaws at it, distracting it.

OATH OF THE PLAGUETOUCHED

After suffering an attack by a darakhul, you were infected with the dreaded—and generally fatal—darakhul fever. As you felt your life draining away and the grasp of eternal undeath clenching its cold fingers around your heart, you called out to any power that would answer your prayers. You pledged that you would do anything asked of you, if only you would be spared this fate worse than death.

That prayer was answered. The source of that answered prayer is not known, but its power flowed through you, helping you drive off the horrible unlife that was your fate. And that power flows through you still. It drives you to defend innocents from the scourge of undeath, and it provides special powers for you to use in that fight.

RESTRICTION: NON-DARAKHUL

You can choose this paladin sacred oath only if you are not a darakhul.

TENETS OF THE PLAGUETOUCHED

Paladins following the Oath of the Plaguetouched share these tenets.

Bravery. In the face of terrible creatures, you stand like a wall between them and the innocent people who those creatures would devour or transform.

Stop the Spread of Undeath. Fight to ensure the undead don't snuff out the light of life in the world.

Relentless. Creatures of undeath never tire; you must remain vigilant.

Mercy. Those who suffer disease must be cared for. If you could survive certain death, so can they. But when it is clear they are about to transform into a monster, you must end their suffering quickly.

OATH SPELLS

You gain oath spells at the paladin levels listed.

OATH OF PLAGUETOUCHED SPELLS

Level	Spells
3rd	*bane, protection from evil and good*
5th	*enhance ability, lesser restoration*
9th	*life from death*, remove curse*
13th	*blight, freedom of movement*
17th	*greater restoration, hold monster*

*indicates a spell found in this book

CHANNEL DIVINITY

When you take this oath at 3rd level, you gain the following two Channel Divinity options.

Protective Aura. As a bonus action, you summon forth your power into a shining aura around yourself. For 1 minute, you shed bright light in a 10-foot radius and dim light for an additional 10 feet. In addition, each hostile creature within 5 feet of you has disadvantage on its first attack roll each turn that isn't against you. If the hostile creature is undead, it instead has disadvantage on all attack rolls that aren't against you. You can end this effect on your turn as part of any other action. If you fall unconscious, this effect ends.

Turn Undead. As an action, you present your holy symbol and call upon your power, using your Channel Divinity. Each undead that can see or hear you within 30 feet of you must make a Wisdom saving throw. If the creature fails its saving throw, it is turned for 1 minute or until it takes damage.

A turned creature must spend its turns trying to move as far away from you as it can, and it can't willingly move to a space within 30 feet of you. It also can't take reactions. For its action, it can use only the Dash action or try to escape from an effect that prevents it from moving. If there's nowhere to move, the creature can use the Dodge action.

AURA OF RADIANT ENERGY

Beginning at 7th level, you and your allies within 10 feet of you have resistance to necrotic damage. In addition, when you or a friendly creature hit an undead creature within 10 feet of you with a melee weapon attack, the attacker can choose if the attack deals radiant damage or its normal type of damage.

At 18th level, the range of this aura increases to 30 feet.

BULWARK AGAINST DEATH AND DISEASE

Starting at 15th level, you can expend only 1 hit point from your lay on hands pool to cure the target of a disease. In addition, your hit point maximum can't be reduced, and you have advantage on saving throws against effects from undead creatures that reduce your ability scores, such as a shadow's Strength Drain.

SCOURGE OF UNDEATH

At 20th level, as a bonus action, you can become a scourge to undead. For 1 minute, you gain the following benefits:

- The bright light shed by your Protective Aura is sunlight.
- You have advantage on attack rolls against undead.
- An undead creature in your Aura of Radiant Energy takes extra radiant damage equal to twice your Charisma modifier (minimum of 2) when you or a friendly creature hit it with a melee weapon attack.

Once you use this feature, you can't use it again until you finish a long rest.

Ranger Archetype

The Underworld is a lonely, harsh, and unforgiving landscape, even for the undead who inhabit it. In spite of this, some undead choose not to live within the safety of the Ghoul Imperium's cities, preferring to reside in the dark caverns with only undead beasts by their sides. The less scrupulous of these individuals are sought by the Ghoul Imperium for their expertise in navigating the Underworld and in capturing fodder for the empire, enjoying a unique status among its nobility in return for their services.

IMPERIAL HUNTER

Imperial hunters are darakhul or dhampirs that have not adapted well to ghoul society. Preferring the solitude of the Underworld's dangerous caverns, these rangers devote themselves to tracking, hunting, and capturing or killing humanoids of all kinds. They primarily operate as scouts and slavers for the Imperium yet they are mostly left to their own devices. They hunt for flesh and bone and reveal in finding new, unexplored caverns of the Underworld.

To aid them in their tasks and to stave off a bit of the loneliness their role can bring, imperial hunters often create and train undead companions to fight and hunt beside them. The ghoul bat is the most common companion, but many undead beasts of the Underworld and surface world have been seen in the service of the imperial hunters.

Though the majority of imperial hunters work directly for the Ghoul Imperium, there are many who operate outside the Imperium, reveling more in the discovery of the unknown and in the general hunt for the living than in being slavers for the empire. Some find work on the surface as mercenaries or assassins for those who don't mind working with the undead. Wherever they roam, imperial hunters are skilled at finding and capturing or killing living creatures.

RESTRICTION: DARAKHUL OR DHAMPIR

You can choose this ranger archetype only if you are a darakhul or a dhampir.

IMPERIAL HUNTER MAGIC

Starting at 3rd level, you learn an additional spell when you reach certain levels in this class, as shown in the Imperial Hunter Spells table. The spell counts as a ranger spell for you, but it doesn't count against the number of ranger spells you know.

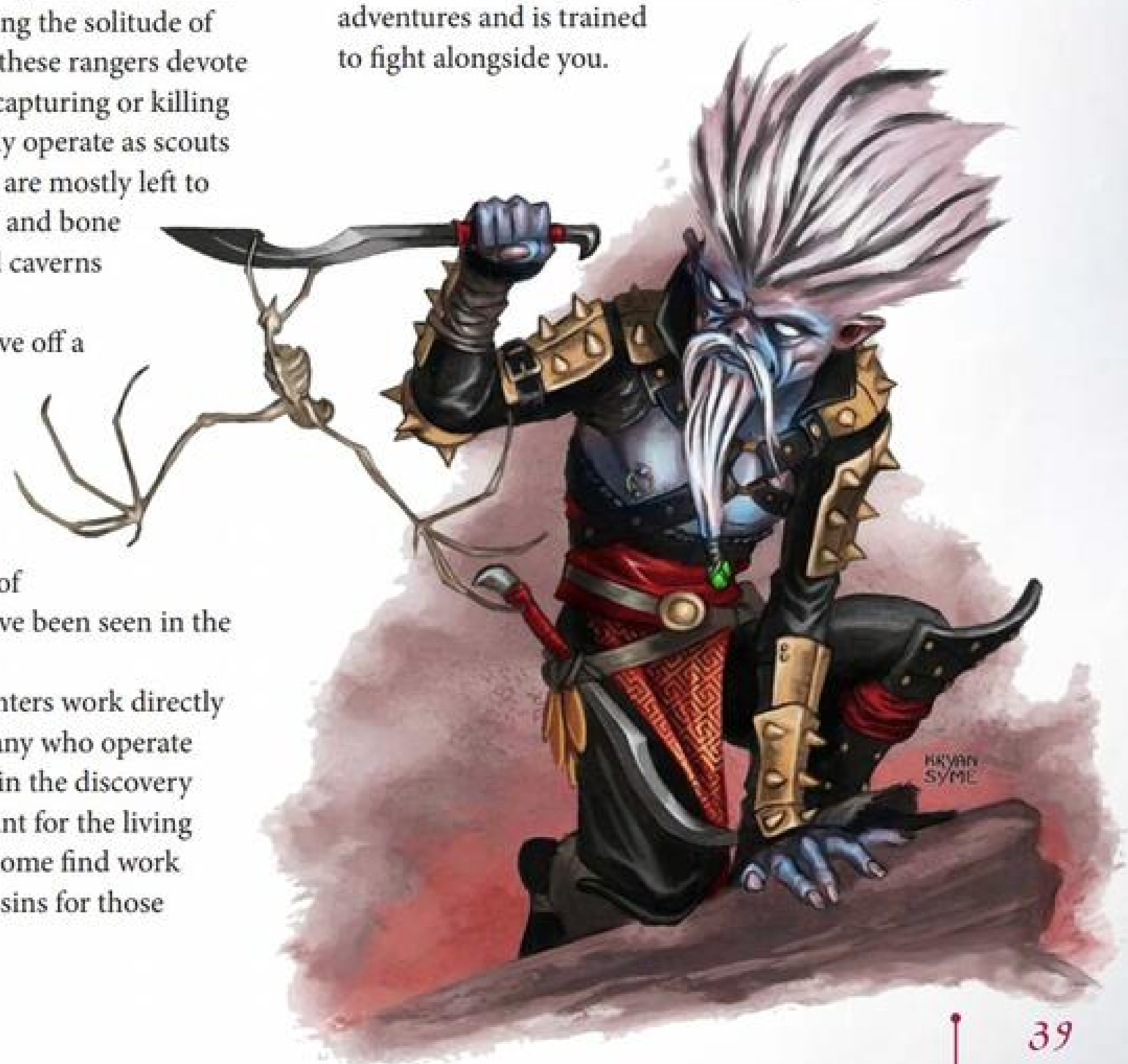
IMPERIAL HUNTER SPELLS

Level	Spells
3rd	*bolster undead**
5th	*stench of rot**
9th	*mortal insight**
13th	*keening wail**
17th	*contagion*

*indicates a spell found in this book

UNDEAD COMPANION

Starting at 3rd level, you gain a ghoul bat (see page 66) as an undead companion that accompanies you on your adventures and is trained to fight alongside you.



Alternatively, you can infuse the body of a deceased Medium or smaller beast that has a challenge rating of 1/4 or lower with some of your necrotic essence, making the beast your undead companion instead of the ghoul bat. This process takes 8 hours and can be done during a long rest. See the Undead Beast Companion sidebar for the beast's adjusted statistics after you infuse it with your necrotic essence.

Whether a ghoul bat or an undead beast, your undead companion is friendly to you and your companions, and it obeys any commands that you issue to it. In combat, it shares your initiative and takes its turn immediately after yours. Your undead companion can move and use its reaction on its own, but, if you don't issue any commands to it, the only action it takes is the Dodge action. You can use your bonus action to direct it to take the Attack, Dash, Disengage, Help, Hide, or Search action.

Add your proficiency bonus to your undead companion's AC, attack rolls, damage rolls, Wisdom saving throws, and to any saving throws and skills in which it is proficient. Your undead companion's hit point maximum is equal to its Constitution modifier + your Wisdom modifier + five times your ranger level. Your undead companion doesn't have Hit Dice and can't spend Hit Dice during a short rest to regain hit points. When you regain hit points from magical healing, your undead companion regains hit points equal to half that amount. In addition, when you spend Hit Dice during a short rest to regain hit points, you can apply those hit points to yourself or your companion. You use your Constitution modifier when calculating the hit points regained, and effects that increase the healing of your Hit Dice, such as a bard's Song of Rest, still apply. Your undead companion regains all its hit points at the end of a long rest, as normal.

If your undead companion has died within the last hour, you can touch it to infuse it with some of your necrotic essence as an action and revive it, as long as you expend a spell slot of 1st level or higher. It returns to unlife after 1 minute with all its hit points restored. If it has been dead for longer, you can revive it at the end of a long rest or create a new undead companion from the remains of an appropriate beast, as detailed in this feature. You can have only one undead companion at a time. If you create another, the previous one immediately dies.

UNDEAD BEAST COMPANION

Imperial Hunters are most often found with ghoul bat companions, but some prefer the company of other undead beasts. As an Imperial Hunter, you can infuse the body of a deceased Medium or smaller beast that has a challenge rating of 1/4 or lower with some of your necrotic essence. This procedure makes that creature your undead companion in place of the ghoul bat that is common to Imperial Hunters. The beast retains all the statistics it had in life, except as noted below.

Type. The companion's type changes to undead, and it doesn't require air, food, drink, or sleep.

Senses. The companion gains darkvision out to a range of 60 feet.

Resistances. The companion gains resistance to necrotic damage.

Immunities. The companion gains immunity to poison damage and the poisoned condition.

Languages. The companion understands all languages you know, but it can't speak.

Turn Resistance. The companion has advantage on saving throws against any effect that turns undead.

HUNTER'S STRIKE

Starting at 7th level, your bond with your undead companion strengthens, allowing it to strike right as you do. When you hit a target within 5 feet of your undead companion, your companion can use its reaction to make one melee attack against that target. If the attack hits, your companion's attack deals an extra 1d8 necrotic damage.

In addition, your undead companion's attacks now count as magical for the purpose of overcoming resistance and immunity to nonmagical attacks and damage.

UNDYING MARCH

Beginning at 11th level, you can call your undead companion to you (no action required by you). If you do, your companion uses its reaction to move up to its speed toward you. Alternatively, when you or your companion take damage, you can use your reaction to move up to your speed toward your companion. When moving in this way, you and your companion don't provoke opportunity attacks.

In addition, when you spend Hit Dice during a short rest to regain hit points, both you and your companion regain that number of hit points. You no longer have to choose which of you regains the hit points.

SHARED UNDEATH

At 15th level, your connection to your undead companion has become so strong that you share the strength of each other's unlife. When you take damage that isn't radiant,

you can use your reaction to transfer half of the damage to your undead companion, if your companion is within 30 feet of you. Alternatively, when your companion takes damage that isn't radiant, you can use your reaction to transfer half of the damage to yourself, if your companion is within 30 feet of you.

In addition, when your undead companion is within 1 mile of you, you can use an action to sense what it is sensing, seeing through its eyes and hearing what it hears. During this time, you are deaf and blind with regard to your own senses. You can use an action to end the connection.

Roguish Archetypes

Though founded by undead deserters from the Ghoul Imperium, the Order of the Ebon Star (see page 3) welcomes assistance from any who wish to see the Imperium fall, living or undead. Those who join the order and pledge themselves to the goddess of magic often find themselves blessed by her power in many ways. Unrelated to the Order of the Ebon Star, the soulspy is similarly an instrument of divine might, though the soulspy's fight lies in the eternal war of life and death.

HERALD OF THE EBON STAR

Through a mixture of training, personal experience, and the blessing of the Queen of Night and Magic, you have mastered the art of killing undead who fear the sun's light—the queen's night holds no safety for such creatures. Some heralds see themselves as righteous freedom fighters, battling to receive what they feel is their due, but just as many are simple thugs and thrill seekers, vying to pit themselves against worthy foes. Regardless of their motivations, they are largely viewed as heretics by their own people and with tentative suspicion by most others.

HERALDIC PROFICIENCIES

When you choose this archetype at 3rd level, you gain proficiency with longbows and shields. In addition, you gain proficiency in the Arcana and Religion skills if you don't already have it.

FAITH'S WEAPON

At 3rd level, you can use your action to create a rapier of metallic starlight in your empty hand. This weapon counts as magical for the purpose of overcoming resistance and immunity to nonmagical attacks and damage. Your faith weapon disappears if it is more than 5 feet away from you for 1 minute or more. It also disappears if you use this feature again, if you dismiss the weapon (no action required), or if you die.

In addition, when you use your Sneak Attack against an undead creature, your weapon deals extra force damage equal to half your level.

GLOAM RUNNER

When you reach 9th level, you can shroud yourself in shadows to misdirect those that would strike you. If you are in dim light or darkness and a creature you can see targets you with a melee weapon attack, you can turn invisible and move up to half your speed as a reaction. You remain invisible until the start of your next turn. Once you use this feature, you must finish a short or long rest before you can use it again.

EBON STAR BLAZON

At 13th level, the Queen of Night and Magic's power protects you from even the deadliest attacks. When a creature scores a critical hit on an attack roll against you while you are in dim light or darkness, you can make a Constitution saving throw with a DC equal to 15 or half the attack roll result, whichever is higher. If you succeed on the saving throw, the attack against you is resolved as a normal hit rather than as a critical hit.

EBON STAR VENGEANCE

Starting at 17th level, when you use your Sneak Attack against an undead, your weapon deals extra force damage equal to your level. If the target is an undead with sunlight sensitivity (or hypersensitivity, in the case of vampires), your weapon deals extra force damage equal to twice your level instead.

SOULSPY

In the eternal war between good and evil, between light and darkness, between life and death, there are many types of participants on each side. Soulspies are agents of the divine who lurk in the shadows, taking a less-visible role in the fight. Occasionally, they aid other agents of their deities, but most often they locate and manage or eliminate threats to their deities that more scrupulous agents might be unwilling or unable to handle.

SPELLCASTING

When you reach 3rd level, you gain the ability to cast spells drawn from the magic of a divine entity.

CANTRIPS

You learn three cantrips of your choice from the cleric spell list. You learn another cleric cantrip of your choice at 10th level.

SPELL SLOTS

The Soulspy Spellcasting table shows how many spell slots you have to cast your cleric spells of 1st level and higher. To cast one of these spells, you must expend one of these slots at the spell's level or higher. You regain all expended spell slots when you finish a long rest.

For example, if you know the 1st-level spell *inflict wounds* and have a 1st-level and a 2nd-level spell slot available, you can cast *inflict wounds* using either slot.

SPELLS KNOWN OF 1ST-LEVEL AND HIGHER

You know three 1st-level cleric spells of your choice, two of which you must choose from the abjuration and necromancy spells on the cleric spell list. The Spells Known column of the Soulspy Spellcasting table shows when you learn more cleric spells of 1st level or higher. Each of these spells must be an abjuration or necromancy spell and must be of a level for which you have spell slots. The spells you learn at 8th, 14th, and 20th level can be from any school of magic.

When you gain a level in this class, you can choose one of the cleric spells you know and replace it with another spell from the cleric spell list. The new spell must be of a level for which you have spell slots, and it must be an abjuration or necromancy spell, unless you're replacing the spell you gained at 3rd, 8th, 14th, or 20th level.

SPELLCASTING ABILITY

Wisdom is your spellcasting ability for your cleric spells. You learn your spells through mediation and prayer to the powerful forces that guide your actions. You use your Wisdom whenever a spell refers to your spellcasting ability. In addition, you use your Wisdom modifier when setting the saving throw DC for a cleric spell you cast and when making an attack roll with one.

Spell save DC = 8 + your proficiency bonus + your Wisdom modifier

Spell attack modifier = your proficiency bonus + your Wisdom modifier

SOULSPY SPELLCASTING

Rogue Level	Cantrips Known	Spells Known	Spell Slots per Spell Level 1st	2nd	3rd	4th
3rd	3	3	2	—	—	—
4th	3	4	3	—	—	—
5th	3	4	3	—	—	—
6th	3	4	3	—	—	—
7th	3	5	4	2	—	—
8th	3	6	4	2	—	—
9th	3	6	4	2	—	—
10th	4	7	4	3	—	—
11th	4	8	4	3	—	—
12th	4	8	4	3	—	—
13th	4	9	4	3	2	—
14th	4	10	4	3	2	—
15th	4	10	4	3	2	—
16th	4	11	4	3	3	—
17th	4	11	4	3	3	—
18th	4	11	4	3	3	—
19th	4	12	4	3	3	1
20th	4	13	4	3	3	1

BONUS PROFICIENCY

When you choose this archetype at 3rd level, you gain proficiency in the Religion skill if you don't already have it.

DIVINE SYMBOL

Starting at 3rd level, you can use an action to create a symbol of your deity that hovers within 5 feet of you. The symbol is a Tiny object that is visible but invulnerable and intangible, and it lasts for 1 minute, until you die, or until you dismiss it (no action required). While this symbol is active, you gain the following benefits:

- Your Divine Symbol functions as a spellcasting focus for your cleric spells.
- As a bonus action, you can turn the symbol into thieves' tools, which you can use to pick locks, disarm traps, or any other activities that would normally require such tools. While your Divine Symbol is functioning in this way, it loses all other properties listed here. You can change it from thieves' tools back to its symbol form as a bonus action.
- The symbol sheds bright light in a 10-foot radius and dim light for an additional 10 feet. You can extinguish or restore the light as a bonus action. When you extinguish the symbol's light, you can also snuff out one candle, torch, or other nonmagical light source within 10 feet of you.
- When you create this symbol and as an action on each of your turns while the symbol is active, you can force the symbol to shoot divine energy at a creature you can see within 30 feet of you. Make a ranged spell attack. On a hit, the target takes 1d8 radiant or necrotic damage, your choice. The symbol's damage increases by 1d8 when you reach 5th level (2d8), 11th level (3d8), and 17th level (4d8).

SACRED STEALTH

Starting at 9th level, you can use your Sneak Attack on a creature hit by an attack with your Divine Symbol if the target of the attack is within 5 feet of an ally, that ally isn't incapacitated, and you don't have disadvantage on the attack roll. You can use this feature a number of times equal to your Wisdom modifier (a minimum of once). You regain any expended uses when you finish a short or long rest.

TOUCHING THE SOUL

When you reach 13th level, you can use your Divine Symbol to deliver your cleric spells that have a range of touch. Choose a creature you can see within 30 feet of you as the target of the spell. You can't use your Sacred Stealth feature on a spell delivered in this way. After you cast the spell, your Divine Symbol ends.

In addition, when you cast a spell that deals radiant or necrotic damage, you can switch it to do the other type of damage instead.

LIFE THIEF

At 17th level, you gain the ability to magically channel life force energy out of one creature and into another. When you deal radiant or necrotic damage with your Divine Symbol attack or a cleric spell or cantrip, choose a friendly creature you can see within 30 feet of you. That creature regains hit points equal to half the radiant or necrotic damage dealt. You can target yourself with this feature. Once you use this feature, you can't use it again until you finish a short or long rest.

Sorcerous Origins

Sorcerers with connections to undeath or decay might draw their innate power from the hunger of the undead or the power of fungi. Those influenced by the undead often hunger for more magical might, empowering themselves with each creature they slay. Those influenced by fungi can use spores to manipulate and enhance their magic.

HUNGERING

Your innate magic comes from a deep, primal source of hunger and craving. Perhaps your line was cursed for its greed by a god of plenty or generosity. Perhaps one of your forebears was marked by the hungering undead. Sorcerers with this origin have an unyielding appetite for arcana and go to nearly any length to satiate their desire to increase their magical power.

HUNGRY EYES

At 1st level, you can sense when a creature is nearing death. You know if a creature you can see that isn't undead or a construct within 30 feet of you is below half its hit point maximum. Your spell attacks ignore half cover and three-quarters cover when targeting creatures you sense with this feature.

THIRSTY SOUL

Beginning at 1st level, when you reduce a hostile creature to 0 hit points, you regain hit points equal to your sorcerer level + your Charisma modifier (minimum of 1). This feature can restore you to no more than half your hit point maximum.

FEAST OF ARCANA

Starting at 6th level, when you reduce one or more hostile creatures to 0 hit points with one spell of 1st level or higher, you regain 1 spent sorcery point.

GLUTTON FOR PUNISHMENT

Starting at 14th level, you can use your reaction to intentionally fail a saving throw against a spell that deals damage and that was cast by a hostile creature. If you do so, you regain a number of spent sorcery points equal to half your Charisma modifier (minimum of 1).

GREEDY HEART

At 18th level, when you spend sorcery points to create spell slots or use metamagic, you reduce the cost by 1 sorcery point (this can't reduce the cost below 1).

SPORE SORCERY

One of the most omnipresent elements in the atmosphere is practically invisible and often ignored: spores. Plants of all varieties, fungal sentient life forms like mushroomfolk, and even animals emit these tiny pieces of life. You've always had an affinity for the natural world, and your innate magic is carried within the power of these omnipresent spores.

Spore sorcerers are regularly found in the Underworld, often among the mushroomfolk and derro who grow large gardens of fungi. Though less common, some darakhul possess the power of spore sorcery and spend their days tending the fungal fields that feed the Imperium's carrion beetles. Spore sorcerers can also be found in any area with an abundance of plant life, such as the many forests that dot the surface of Midgard.

NATURE MAGIC

Your affinity with the natural world and the spores that exist between all plants and creatures allows you to learn spells from the druid class. When your Spellcasting feature lets you learn or replace a sorcerer cantrip or a sorcerer spell of 1st level or higher, you can choose the new spell from the druid spell list or the sorcerer spell list. You must otherwise obey the restrictions for selecting the spell, and it becomes a sorcerer spell for you.

In addition, when you reach 5th level, you can cast *speak with plants* without expending a spell slot a number of times equal to your Charisma modifier (a minimum of once). You regain any expended uses when you finish a long rest.

SPORE TRANSMISSION

At 1st level, your spores allow you to communicate with creatures telepathically. You can use a bonus action to create a telepathic link with one creature you can see within 30 feet of you. Until the link ends, you can telepathically speak to the target, and, if it understands at least one language, it can speak telepathically to you. The link lasts for 10 minutes or until you use another bonus action to break the link or to establish this link with a different creature.

If the target is unwilling, it can make a Charisma saving throw at the end of each of its turns, ending the link on a success. If an unwilling target ends the link in this way, you can't establish a link with that target again for 24 hours.

METAMAGIC SPORE TRANSMISSION

Starting at 6th level, the spores connecting you and the target of your Spore Transmission enhance your metamagic effects on the linked target. You gain the following benefits when using the indicated Metamagic options:

- *Careful Spell.* If the spell allows a target to take only half damage on a successful saving throw, the linked target instead takes no damage.
- *Distant Spell.* When you use this Metamagic option to increase the range of a touch spell, the spell's range is 60 feet when cast on the linked target.
- *Extended Spell.* If cast on the linked target, the spell's duration is tripled rather than doubled, to a maximum of 36 hours.
- *Hungry Spell.* If the linked target is reduced to 0 hit points with your hungry spell, you regain hit points equal to double your Charisma modifier (minimum of 2).
- *Lingering Spell.* If the linked target failed its saving throw against your lingering spell, it has disadvantage on the saving throw to avoid the additional damage at the start of your next turn.
- *Shared Hunger Spell.* If you use this Metamagic option on the linked target, you and the target regain hit points equal to double your Charisma modifier (minimum of 2) if the target hits with its weapon attack.
- *Twinned Spell.* By spending 1 additional sorcery point, you can affect the linked target in addition to the two original targets.

SPORE'S PROTECTION

Starting at 14th level, when an attacker you can see targets you with a melee attack, you can use your reaction to call forth spores to cloud its senses. The attacker has disadvantage on the attack roll. If the attack hits, you gain 10 temporary hit points as the spores bind the wound for a short time. The temporary hit points last for 1 minute.

SPORE FORM

At 18th level, you gain immunity to poison damage and the poisoned condition.

In addition, as an action, you can radiate spores in a 20-foot radius around you for 1 minute. Each friendly creature that starts its turn in the area regains hit points equal to your Charisma modifier (a minimum of 1). Each hostile creature that starts its turn in the area takes poison damage equal to your Charisma modifier (a minimum of 1). The target of your Spore Transmission regains (if it is friendly) or takes (if it is hostile) double this amount. Once you use this action, you can't use it again until you finish a long rest.

METAMAGIC OPTIONS

Here are new options for the sorcerer's Metamagic class feature. Though favored by Hungering sorcerers, a sorcerer of any origin can use these options.

AUTONOMOUS SPELL

When you cast a spell that has a duration of concentration, you can spend 3 sorcery points to cast it without requiring concentration. For example, using autonomous spell on *detect magic* changes its duration to 10 minutes. You can have only one autonomous spell in effect at a time. If you use this metamagic to modify a second spell, the first autonomous spell ends.

HUNGRY SPELL

When you cast a spell that deals damage to a single target, you can spend 1 sorcery point to add your Charisma modifier to the damage roll of the spell. If you reduce a creature to 0 hit points with a hungry spell, you regain hit points equal to your Charisma modifier (minimum of 1).

INSATIABLE SPELL

When you cast a spell on a creature that is immune to the damage or effects of the spell, you can spend 5 sorcery points to bypass the creature's immunity for this casting of the spell. The creature is affected by the spell as if it didn't have immunity to the spell's damage or effects and must make any saving throws allowed by the spell as normal.

LINGERING SPELL

When you cast a damaging spell with an instantaneous duration that requires a saving throw, you can spend a number of sorcery points equal to the spell's level to prolong the spell's damage. A creature that failed its saving throw against your original casting of this spell must succeed on the same saving throw at the start of your next turn or take half of the spell's damage.

SHARED HUNGER SPELL

When you cast a beneficial spell on a friendly creature, you can spend 3 sorcery points to empower the creature's weapons. The creature's next weapon attack roll has advantage and, if the creature hits, you and the creature regain hit points equal to your Charisma modifier (minimum of 1).

Wizard Arcane Traditions

Wizards have long studied the power of necromancy and the undead, but they rarely agree on what they should do with the knowledge. Some wizards dedicate themselves to eradicating undead, ensuring the dead remain at rest and the living remain safe from the dead. Other wizards choose to empathize with those who have passed and use their unique power over death to protect the living.

GRAVEBINDING

While most wizards who desire power over the dead focus their efforts on necromancy, there are other, rarer, paths one can choose. Gravebinders focus their efforts on safeguarding tombs and graveyards to ensure the dead remain at rest and the living remain safe from the dead. When undead rise to prey upon the living, a gravebinder hunts downs the abominations and returns them to their eternal slumber.

RESTRICTION: THE DEAD MUST REST

When you choose this wizard arcane tradition, you can no longer cast spells that animate, conjure, or create undead, and, if any such spells are copied in your spellbook, they fade from the book within 24 hours, leaving blank pages where the spells were.

GRAVEBINDER LORE

At 2nd level, you can use an action to inscribe a small rune on a corpse. While this rune remains, the corpse can't become undead. You can use this feature a number of times equal to your Intelligence modifier (a minimum of once). You regain all expended uses when you finish a long rest.

In addition, you have proficiency in the Religion skill if you don't already have it, and you have advantage on Intelligence (Religion) checks made to recall lore about deities of death, burial practices, and the afterlife.

HUNTER OF THE DEAD

Starting at 2nd level, you gain access to spells passed down by generations of gravebinders. The *heart to heart* (2nd), *dead walking* (3rd), *gird the spirit* (3rd), *life from death* (5th), and *lay to rest* (9th) spells are wizard spells for you, and you add them to your spellbook at the indicated levels (see the Spells chapter for details on these spells). Once you gain access to one of these spells, you always have it prepared, and it doesn't count against the number of spells you can prepare each day.

Also at 2nd level, you can use your action and expend one wizard spell slot to focus your awareness on the region around you. For 1 minute per level of the spell slot you expend, you can sense whether undead are present within 1 mile of you. You know the general direction of the undead creatures, though not their exact locations or numbers, and you know the direction of the most powerful undead within range.

WARD AGAINST THE RISEN

Starting at 6th level, when an undead creature you can see within 30 feet of you targets an ally with an attack or spell, you can use your reaction to hamper the attack or spell. The undead has disadvantage on its attack roll or your ally has advantage on its saving throw against the undead's spell. You can use this feature a number of times equal to your Intelligence modifier (a minimum of once). You regain all expended uses when you finish a long rest.

DISRUPTIVE TOUCH

Beginning at 10th level, when an undead creature takes damage from a 1st level or higher spell you cast, it takes an extra 4d6 radiant damage. Undead creatures you kill using this feature are destroyed in a puff of golden motes.

RADIANT NIMBUS

At 14th level, you can use your action to envelope yourself in a shroud of golden flames for 1 minute. While enveloped in these flames, you gain the following benefits:

- When you summon the flames and as an action on each of your turns while the flames are active, you can frighten undead within 30 feet of you. Each undead creature in the area must succeed on a Wisdom saving throw or be frightened of you until the flames fade or until it takes damage. An undead creature with sunlight sensitivity (or hypersensitivity, in the case of vampires) also takes 4d6 radiant damage if it fails the saving throw.
- You shed bright light in a 30-foot radius and dim light for an additional 30 feet. This light is sunlight.
- When an undead creature hits you with a melee weapon attack, it takes 2d10 radiant damage.

Once you use this feature, you can't use it again until you finish a long rest.

WHITE NECROMANCY

An enlightened few wizards know true mastery of life and death requires understanding of the uneasy balance between life, death, and undeath – the necromantic triad. You don't walk the same path as traditional necromancers, which your order calls "dark necromancers." You have a deep and profound respect for life's eternal cycle and use the power you have earned to honor the dead and aid the living.

RESTRICTION: NON-EVIL

You can choose this wizard arcane tradition only if you have an alignment that isn't evil.

REBUKE DEATH

Beginning when you select this tradition at 2nd level, you gain proficiency in the Medicine skill if you don't already have it, and your proficiency bonus is doubled for Wisdom (Medicine) checks. In addition, you learn the *spare the dying* cantrip, which is a wizard cantrip for you and doesn't count against the number of wizard cantrips you know.

UPHOLD LIFE

Starting at 2nd level, you can use your action to heal a creature. A creature you touch regains hit points equal to your Intelligence modifier + your wizard level (minimum of 1). Once a creature has regained hit points from this feature it can't do so again until it finishes a long rest.

WHITE NECROMANCER

At 6th level, you add the *animate dead* spell to your spellbook. At 11th level, you add the *create undead* spell to your spellbook.

When you create an undead creature using a necromancy spell, it has additional benefits:

- If the undead creature has an Intelligence score of 5 or less, its Intelligence becomes 6, and it gains the ability to understand and speak one language of your choice that you speak.
- The undead creature's alignment changes to match yours.

- At the end of the undead creature's first 24 hours of serving you, it can choose to continue serving you for the next 24 hours or return to its eternal rest. Re-casting the spell that created it doesn't reassert your control over it. You can convince the undead creature to continue serving you with a successful Charisma (Persuasion) check against a DC equal to 8 + the creature's CR. The DC increases by 1 for every 24 hours it serves you. You have disadvantage on this check if you were disrespectful to the creature in the previous 24 hours. If the undead creature chooses to return to its eternal rest, it immediately crumbles to dust. Alternatively, an undead creature might choose to serve you until a particular task is completed (such as seeking justice against someone who wronged it in life or helping you infiltrate a keep where its living relative is captive), extending or shortening the time it serves you at the GM's discretion.

LIFE BOND

At 10th level, you add the *warding bond* spell to your spellbook, and it is a wizard spell for you. You can cast *warding bond* without expending a spell slot. If you do so, it doesn't require a material component, and the duration increases to 4 hours.

Once you cast *warding bond* in this way, you can't do so again until you finish a long rest. You can still cast *warding bond* normally using an available spell slot.

PROTECT LIFE

Once you reach 14th level, you can use an action to cause life-preserving magic to emit from you. You and friendly creatures within 20 feet of you have resistance to necrotic damage for 1 minute. In addition, each creature affected by your Protect Life has advantage on saving throws against spells and effects that reduce its hit point maximum, such as a specter's Life Drain or the *harm* spell.

Once you use this feature, you can't use it again until you finish a short or long rest.

Backgrounds and Trinkets

Threats from the Underworld and Ghoul Imperium call to people from all across Midgard. The Red Winter Adherent and Siwali Embalmer seek to quell undead threats to life on Midgard, while the Ghoul Imperium Deserter wants to see their former homeland destroyed.

Ghoul Imperium Deserter

You have served your emperor and his officers dutifully, and it has brought you nothing. The rewards you have been promised—a herd of fattened manlings for feasting upon, a troop of skeletons to serve your needs, and possibly a zombie or three for light security—all of these things and more have failed to materialize in whole or in part, and now you want what you feel is coming to you, even if you have to live among the feeble mortals of the surface lands to get it.

While some Ghoul Imperium deserters are found amongst vampires and their dhampir progeny, most frequently they are darakhul, many of whom are veterans of the constant conflicts with the ghoul emperor's many enemies, both above and below the surface of the world. You are viewed with suspicion if not outright hostility by the majority of the people you meet.

Skill Proficiencies: Intimidation, Performance

Tool Proficiencies: Disguise kit

Language: Darakhul

Equipment: A bag of caltrops, a hunting trap, a disguise kit, a humanoid skull or femur, and a pouch with 25 gp

RESTRICTION: DARAKHUL OR DHAMPIR

You can choose this background only if you are a darakhul or a dhampir.

FEATURE: ALTER EGO

You have a second identity that includes documentation, established acquaintances, and disguises that allow you to assume this persona. Additionally, you have a safehouse in one of the cities or towns of the Crossroads region. This safehouse is of average quality and is registered in the name of your alter ego.

SUGGESTED CHARACTERISTICS

While benevolence isn't completely unknown to the darakhul of the Ghoul Imperium, deserters are often marked with a streak of selfishness or unbridled self interest. Often their ideals and bonds are shaped by the type of company they keep.

d8	Personality Trait
1	I will do whatever it takes, barring personal harm, to get what I want.
2	Caution is as necessary on the battlefield as in the bargaining chamber.
3	If no one saw this, it didn't happen.
4	If you have what I want, I will take it.
5	Trickery and persuasion are the same thing.
6	I am owed a blood debt that will be repaid with interest.
7	Happiness is as pointless as sorrow.
8	Killing should be done in the bloodiest fashion possible.

d6	Ideal
1	**Power**. Those weaker than myself deserve neither mercy nor pity. (Evil)
2	**Control**. I know what is best. Kneel and do my bidding. (Law)
3	**Selfishness**. If I get what I desire, there may be some little thing left for you. (Evil)
4	**Benevolence**. We were free creatures in life. It does not have to be different in un-life. (Good)
5	**Anarchy**. If everyone rises up as one, they cannot strike at all of us. (Chaos)
6	**Fairness**. We toil for our masters, and what does it gain us? When do we see reward for our efforts? (Neutral)

d6	Ideal
1	My standard bearer has been with me through hell and high water. I will see to it that he makes it through this too.
2	I take a fingertip from each dwarf I slay and string them on a thong I wear around my neck.
3	After I fell in battle near Triolo, my spouse remarried and took our children to live with the new family. I will find and recover my children while punishing my spouse's betrayal of my memory.
4	This rose engraved blade has seen my family's fortunes fall. It will now see them rise again in eternal life.
5	The gnomes of Niemheim took me in when I was near my second death. I will protect gnomes wherever I find them.
6	I was branded a traitor and driven into exile. I will return in force and bring glory to my name.

d6	Flaw
1	I can only stomach meat that is cut from living prey.
2	When I am telling the truth, it seems like I am lying.
3	I cannot help but to be deceitful when I am speaking to an authority figure.
4	My tone is loud and aggressive, even when I am feeling calm.
5	I cannot read my mother tongue, but I will not admit this fact.
6	When living people are near me, I lick my lips and salivate profusely.

VARIANT GHOUL IMPERIUM DESERTER: ESCAPED SLAVE

You were part of the Ghoul Imperium not as one of its ghoulish citizens but as one of its living slaves. You can choose this variant only if you are not a darakhul or dhampir.

As a "skilled" slave, you survived longer than your fellow "fleshling" slaves who were food for the Imperium's masses. You might have served as the personal attendant to a noble who flaunted you as proof of their wealth or an artisan who had slaves supplement their apprentices—a darakhul who doesn't need to eat its slave is a wealthy or talented darakhul indeed. You eventually made your escape by sneaking to the surface on a merchant's caravan or through the many dark and dangerous tunnels of the Underworld. Perhaps a living merchant even took pity on you and smuggled you out. Whatever your role as a slave in the Ghoul Imperium and your method of escape, you are now free.

Your former master might still be looking for you and your loved ones have long presumed you dead. Your Alter Ego is the new identity you have built for yourself after being unable to return to your former life, but your safehouse might be the home of a former traveling companion or relative who held out hope for your survival. Rather than proficiency in Performance, you might have proficiency with one set of artisan's tools. And instead of a humanoid skull or femur, you can start with a small trinket you stole when you made your escape, though the trinket has no value except as something sentimental to your former ghoulish master.

Red Winter Adherent

You are part of the Red Winter, whether recently inducted or a more seasoned member. You and your brothers and sisters of the Red Winter believe vampires have subverted the natural order of things by ruling over the living. Vampires have no blood except that which they take from the living. They are parasites. It is the living who are truly blessed by the Blood Goddess. Your order seeks vengeance on the parasites who have overreached their station, and you plan to put the scales back in balance. You and your fellow adherents will bring the Red Winter, a final, cold season when the snows run red with stolen blood, spilled from the thieves who took it. Your connection to the cult provides you with essential direction and inspiration. The beliefs of the cult helped to set you on the difficult path you walk today.

Skill Proficiencies: Deception, Religion

Tool Proficiencies: Disguise kit or forgery kit

Language: One of your choice

Equipment: A holy symbol, a disguise kit or forgery kit, vestments or a set of common clothes, and a belt pouch containing 5 gp

FEATURE: CLANDESTINE ASSISTANCE

When in the Grand Duchy of Morgau, or its adjacent territories, you can receive assistance from other members of the Red Winter for you and your companions. By using secret signs or notes at designated drops, you can ask your fellow cultists for aid. The circumstances of whether aid can be provided, when, and in what amount, is dependent on the GM. For example, if you and your companions need access to a noble's house, you might be provided with a forged invitation to a party being held in a few days time. Or you could receive the floor plans to the noble's dungeon, as well as a copy of a key to open a gate into a little-used courtyard. This feature works both ways. If you and your companions can provide needed assistance to local Red Winter cultists, they might contact you to seek such assistance. Refusal is remembered and can affect use of this feature in the future.

SUGGESTED CHARACTERISTICS

Adherents of the Red Winter walk a difficult road. They are faithful to Marena, but they directly oppose her church's orthodoxy and the political base that supports it. They support the living citizens of Morgau, but they can't trust those citizens. This tightrope walk between devotion and distrust shapes the adherents' personalities and interactions with others.

d8	Personality Trait
1	I expect treason constantly, and I always have contingency plans in place in case of betrayal.
2	I always try to find an advantage in even the worst situations.
3	In public, I work to avoid notice and act as unassuming as possible.
4	I'm fond of quoting scripture apt to a situation, especially to my enemies in the same faith.
5	Having spent much time living in spartan conditions, I'm uncomfortable with luxurious accommodations.
6	When entering a new area, I always look for avenues of escape and potential enemies.
7	I perform subtle tests when meeting new people to ensure they aren't vampires.
8	By treating servants and the oppressed well, I often find new avenues for information and gossip.

d6	Ideal
1	**Tradition.** A return to traditional ways must come from an overthrow of the current hierarchy. (Lawful)
2	**Freedom.** Let the oppressors be overthrown, so my people and I can live free. (Chaotic)
3	**Self Interest.** I will help the Red Winter succeed, so that I can achieve my own goals. (Neutral)
4	**People.** The people deserve a chance to live in accordance with Marena's teachings without bowing to the undead. (Neutral)
5	**Power.** The path of the Red Winter will lead me to a position of prestige. (Evil)
6	**Zeal.** As a living example of the Red Winter's teachings, I will prove myself faithful. (Any)

d6	Bond
1	My service to the Red Winter is penance for letting a loved one die at the hands of a vampire.
2	If I aid the Red Winter in overthrowing the current order, I will restore honor to my family name.
3	By helping the cult succeed, I repay the dead family members/friends/allies that sacrificed their lives for mine.
4	A Red Winter priest rescued me as a child; I owe them my life.
5	I shall spread the holy word of the Red Winter among the orthodoxy, so they may convert and save themselves.
6	My family was taken by the vampires. If they still live, I will find them.

d6	Flaw
1	I'm slow to trust and often misjudge the actions of others because of my suspicious nature.
2	My judgment can be clouded when pursuing personal vendettas.
3	Faced with a choice between my faith and my friends, I will usually choose my faith.
4	I often give the faithful of Marena the benefit of the doubt, even when they serve the opposition.
5	My penchant for bloodletting can be disturbing to others.
6	Seduction is the purview of Marena, one to which I may pay entirely too much attention.

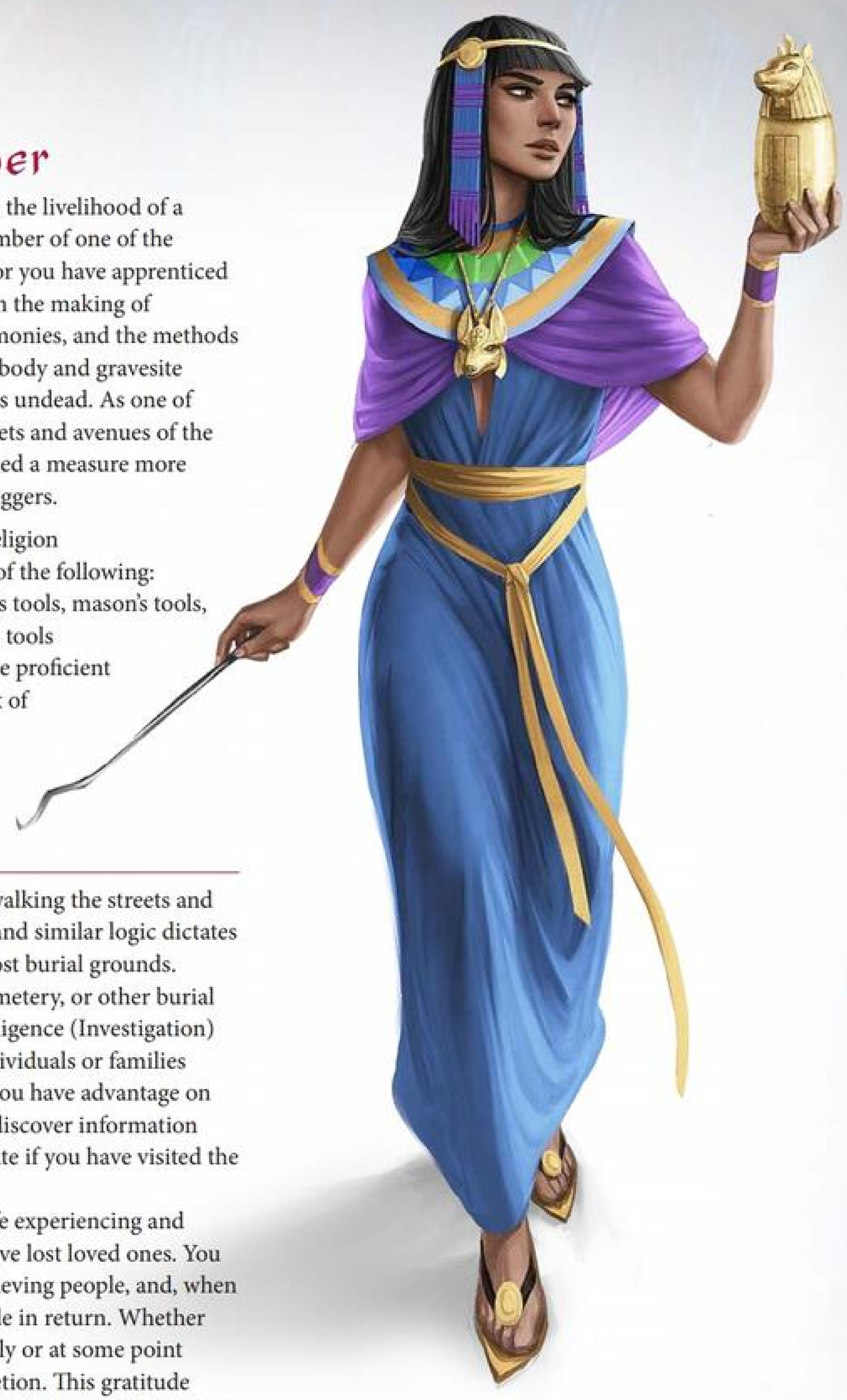
Siwali Embalmer

In Siwal, dealing with the dead is the livelihood of a select few families. You are a member of one of the families of Siwal's gravebinders, or you have apprenticed to one of them. You are trained in the making of shrouds, leading mourning ceremonies, and the methods one must use to consecrate both body and gravesite to prevent the dead from rising as undead. As one of the few who truly knows the streets and avenues of the Grand Necropolis, you are afforded a measure more respect than most simple gravediggers.

Skill Proficiencies: Medicine, Religion

Tool Proficiencies: Choose one of the following: alchemist's supplies, carpenter's tools, mason's tools, weaver's tools, or woodcarver's tools

Equipment: A set of tools you are proficient with, a flask of holy water, a set of traveler's clothes, and a pouch containing 10 gp



FEATURE: SECRETS OF THE GRAVEKEEPER

You spent your formative years walking the streets and alleys of graveyards and understand similar logic dictates the layout and architecture of most burial grounds. When you are in a graveyard, cemetery, or other burial site, you have advantage on Intelligence (Investigation) checks to find the location of individuals or families interred at the site. In addition, you have advantage on Intelligence (History) checks to discover information about those interred at a burial site if you have visited the site at least once.

You also spent much of your life experiencing and sharing the grief of those who have lost loved ones. You are adept at bringing solace to grieving people, and, when you do, you receive their gratitude in return. Whether this gratitude is given immediately or at some point in the future is at the GM's discretion. This gratitude might come as a minor gift, monetary aid, much-needed information, or other token of their appreciation.

SUGGESTED CHARACTERISTICS

Siwali embalmers spent the bulk of their time ensuring the dead were respectfully prepared for eternity, which often makes them seem distant or disinterested when they must interact with the living. Dedicated to the task of properly disposing of the dead, Siwali embalmers despise the undead. When they come across the remains of a humanoid creature that has been improperly laid to rest, they take as much time as they can spare to ensure the body, and hopefully the spirit, are properly put to rest.

d8	Personality Trait
1	I have no reason to fear death; it is merely the next step in our journey.
2	I enjoy the quiet stillness of the dead. The living are far too busy and loud.
3	I hide my fear of death from my colleagues.
4	I cope with life's uncertainties by ensuring my life is perfectly ordered.
5	I treat the dead with respect because I hope I am shown the same kindness when my end comes.
6	Every corpse I prepare gives me reason to rejoice that I still live..
7	How I treat the tools of my trade is representative of how I treat the living.
8	Our ends could come at any time, why should I not live each day as though it was my last?

d6	Bond
1	My livelihood keeps the community safe from angry spirits.
2	I am required to know the funerary traditions of all the major religions of the region to ensure every spirit passes to its proper resting place, no matter its faith.
3	When I was young, I barely survived an encounter with a zombie.
4	My family has tended to the needs of the dead for centuries.
5	I will pass my skill on to the next generation before it is time to put down my tools.
6	My deeds as a hunter and destroyer of the undead will be told and retold.

d6	Ideal
1	**Tradition.** The way our society treats those who have passed to the next life is indicative of how they treat those who still live this life. (Lawful)
2	**Balance.** We live then we die—it is the cycle of life. (Neutral)
3	**Service.** If no one steps forward to ensure the dead are interred, we will be awash in restless spirits. (Good)
4	**Knowledge.** The more we understand how we die, the better we can live a healthy and productive life. (Neutral)
5	**Greed.** Every life that ends leaves more for those who remain living. (Evil)
6	**Exultation.** We must beat death back and live as fully as possible before the end takes us. (Chaotic)

d6	Flaw
1	After I am done with my work, I wash my hands until they are red and raw.
2	When I am questioned about my work, I get defensive and angry.
3	When I witness something dying, I stare at it in fascination.
4	When matters of medicine or the dead are discussed, I discount anyone's contributions other than my own.
5	I dislike being in open spaces and prefer close confines.
6	When performing my work, I talk to the dead and often pause while doing so, as if giving the dead time to respond.

UNDERWORLD TRINKETS

When you make an Underworld character, you can roll percentile dice once and consult the Underworld Trinkets table to determine an oddity you found or inherited in your past.

d100	Trinket
01-02	Jar of inedible mushrooms that never runs empty.
03-04	A small, smooth stone that makes everyone but you feel nauseous when they handle it.
05-06	A ghoul's tongue on a leather thong, the end of which flicks of its own volition on occasion.
07-08	A bone pen that writes in blood.
09-10	A small broken granite statuette of the first ghoul emperor.
11-12	A small wooden box that emits a single harsh laugh each time it is opened.
13-14	A tarnished brass locket with the painting of a haunted-looking boy inside.
15-16	A tiny, dull knife carved from a petrified mushroom.
17-18	A jar holding a single desiccated eye, which always seems to be looking at you.
19-20	A pair of gleaming white vampire fangs.
21-22	A tattered toy mouse stained with blood.
23-24	A collection of humanoid thumbs on a sinew cord.
25-26	A tattered holy text with all references to the deity scratched out.
27-28	A vial of luminescent fungi.
29-30	A resilient bowl made of a red and white mushroom cap.
31-32	A child's block made of a hardened piece of gelatinous cube.
33-34	A porcelain doll dressed in fine lace-trimmed clothing with fangs painted on her mouth.
35-36	A small cloth wallet filled with ancient stone coins.
37-38	A fist-sized chunk of pyrite.
39-40	A single teardrop earring with a green crystal nestled in the center.
41-42	A pouch of bone dice of various shapes and sizes.
43-44	A grey, palm-sized, heart-shaped rock that is disproportionally heavy.
45-46	A scroll covered in pictures of assorted mushrooms.
47-48	An empty, blood-stained vial hanging from a tarnished gold chain.
49-50	A flat-bottomed glass orb that has no opening, but holds an undead mouse inside.
51-52	A blood stained love letter written on parchment.

d100	Trinket
53-54	A bag of petrified garlic.
55-56	A simple silver ring that seems shinier the closer the moon is to full.
57-58	A simple wooden box filled with small pebbles that appear to be collected from various sources.
59-60	A small vial containing a clear liquid that, upon closer inspection, is salty, like a person's tears.
61-62	A child-sized leather bracelet adorned with a collection of animal teeth.
63-64	A broken clockwork canary inside a small cage that has no door.
65-66	A simple, long black cloak that never makes you feel warmer.
67-68	A carefully stitched finger puppet made from what appears to be drow flesh.
69-70	A shrunken duergar head that has a magic mouth which sporadically warns of danger in Dwarvish.
71-72	A candlestick that changes the color of candles placed in it to purple.
73-74	A spur of stone containing a tiny, fossilized bird.
75-76	Deck of playing cards depicting the current ghoul emperor as the joker.
77-78	A palm-sized volcanic stone that is always warm to the touch.
79-80	A cloak clasp made of a mummified human hand.
81-82	A stained, white handkerchief that you find lying next to your pack every morning, regardless of where you left it the night before.
83-84	Ring of polished white stone engraved with unknown runes.
85-86	Blank scroll made of mushroom gills.
87-88	A tiny petrified bat.
89-90	Flask made of limestone with a tough, mushroom stopper.
91-92	A tiny, potted shrieker that only sounds when the roosters crow each morning.
93-94	Mottled chunk of fungus which looks uncannily like your face in profile.
95-96	A marble sphere that vibrates gently.
97-98	One-inch glass cube filled with vivid, purple sand.
99-00	Pouch of nails made of ankheg carapace.

Spells

Spell Lists

The spell lists are organized by class. Check with your GM to find out which spells are allowed in your campaign. Some GMs might allow only spells associated with specific schools, domains, backgrounds, etc., or they might allow certain spells only to characters who have a feat or feature associated with that spell's origin. On the other hand, some GMs may throw the doors wide open and allow everything. In any case, it's always best to ask first.

Bard Spells

1st Level
- Heart to Heart
- Unluck on That

2nd Level
- Lacerate
- Stench of Rot

3rd Level
- Life Sense

4th Level
- Keening Wail

Cleric Spells

Cantrips (0 Level)
- Dark Maw

1st Level
- Bolster Undead
- Gird the Spirit
- Unluck on That

2nd Level
- Conjure Spectral Dead
- Lacerate
- Rotting Corpse
- Stench of Rot
- Unholy Defiance

3rd Level
- Hematomancy
- Life from Death
- Life Sense
- Mortal Insight
- Seeping Death
- Touch of the Unliving

4th Level
- Blood Puppet
- Keening Wail
- Not Dead Yet

5th Level
- Lay to Rest

7th Level
- Conjure Greater Spectral Dead
- Curse of the Grave
- Death God's Touch

8th Level
- Ghoul King's Cloak

Druid Spells

1st Level
- Gird the Spirit
- Maw of Needles

2nd Level
- Stench of Rot

3rd Level
- Life Sense
- Mortal Insight
- Seeping Death

Paladin Spells

1st Level
- Gird the Spirit
- Heart to Heart

3rd Level
- Life from Death
- Life Sense

5th Level
- Lay to Rest

Ranger Spells

1st Level
- Maw of Needles

2nd Level
- Dead Walking
- Stench of Rot

3rd Level
- Life Sense
- Mortal Insight

Sorcerer Spells

Cantrips (0 Level)
- Dark Maw

1st Level
- Bolster Undead
- Disquieting Gaze
- Heart to Heart
- Unluck on That

2nd Level
Dead Walking
Lacerate
Stench of Rot

3rd Level
Hematomancy
Life Sense
Touch of the Unliving

4th Level
Blood Puppet
Not Dead Yet

5th Level
Boiling Blood

7th Level
Death God's Touch
Curse of the Grave

WARLOCK SPELLS

Cantrips (0 Level)
Dark Maw

1st Level
Bolster Undead
Disquieting Gaze
Unluck on That

2nd Level
Conjure Spectral Dead
Dead Walking
Rotting Corpse

3rd Level
Life Sense
Mortal Insight
Touch of the Unliving

4th Level
Keening Wail
Not Dead Yet

5th Level
Boiling Blood

7th Level
Conjure Greater Spectral Dead
Curse of the Grave
Death God's Touch

8th Level
Ghoul King's Cloak

WIZARD SPELLS

Cantrips (0 Level)
Dark Maw

1st Level
Bolster Undead
Disquieting Gaze
Heart to Heart
Unluck on That

2nd Level
Conjure Spectral Dead
Dead Walking
Lacerate
Rotting Corpse
Stench of Rot
Unholy Defiance

3rd Level
Hematomancy
Life Sense
Seeping Death
Touch of the Unliving

4th Level
Blood Puppet
Not Dead Yet

5th Level
Boiling Blood

7th Level
Conjure Greater Spectral Dead
Curse of the Grave
Death God's Touch

Spell Descriptions

All spells are listed in alphabetical order.

BLOOD PUPPET

4th-level transmutation (blood)

Casting Time: 1 action

Range: 100 feet

Components: V, M (a drop of blood from the intended target)

Duration: Concentration, up to 1 minute

With a sample of its blood, you are able to magically control a creature's actions, like a marionette on magical strings. Choose a creature you can see within range whose blood you hold. The target must succeed on a Constitution saving throw or you gain control over its physical activity as long as you interact with the blood material component each round. As a bonus action on your turn, you can direct the creature to perform various activities. You can specify a simple and general course of action, such as "Attack that creature," "Run over there," or "Fetch that object." If the creature completes the order and doesn't receive further direction from you, it defends and preserves itself to the best of its ability. The target is aware of being controlled. At the end of each of its turns, the target can make another Constitution saving throw. On a success, the spell ends.

BOILING BLOOD

4th-level necromancy (blood)

Casting Time: 1 action

Range: 30 feet

Components: V, S, M (a vial of blood)

Duration: Concentration, up to 1 minute

You cause the blood within a creature's body to boil with supernatural heat. Choose one creature that you can see within range that isn't a construct or undead. The target must make a Constitution saving throw. On a successful save, it takes 2d6 fire damage and the spell ends. On a failed save, the creature takes 4d6 fire damage and is blinded. At the end of each of its turns, the target can make another Constitution saving throw. On a success, the spell ends. On a failure, the creature takes 2d6 fire damage, and it remains blinded.

At Higher Levels. When you cast this spell using a spell slot of 5th level or higher, you can target one additional creature for each slot level above 4th. The creatures must be within 30 feet of each other when you target them.

BOLSTER UNDEAD

1st-level necromancy

Casting Time: 1 action

Range: 60 feet

Components: V, S, M (a sprinkle of unholy water)

Duration: 1 hour

You suffuse undead creatures with necrotic energy to increase the difficulty of harming or affecting them.

Choose up to three undead creatures within range. When a target creature makes a saving throw against being turned or against spells or effects that deal radiant damage, the target has advantage on the saving throw.

At Higher Levels. When you cast this spell using a spell slot of 2nd level or higher, you can affect one additional undead creature for each slot level above 1st.

CONJURE GREATER SPECTRAL DEAD

7th-level conjuration

Casting Time: 1 minute

Range: 60 feet

Components: V, S, M (a handful of bone dust, a crystal prism worth at least 100 gp, and a platinum coin)

Duration: Concentration, up to 1 hour

You summon an incorporeal undead creature that appears in an unoccupied space you can see within range. You choose one of the following options for what appears:

- One wraith
- One spectral guardian (see *Tome of Beasts*)
- One swarm of wolf spirits (see *Tome of Beasts*)

Summoned creatures disappear when they drop to 0 hit points or when the spell ends.

The summoned creature doesn't attack you or your companions for the duration. Roll initiative for the summoned creature, which has its own turns. The creature attacks your enemies and tries to stay within 60 feet of you, but it otherwise controls its own actions. The summoned creature despises being bound and might harm or impede you and your companions by any means at its disposal other than direct attacks if the opportunity arises. At the beginning of the creature's turn, you can use your reaction to verbally command it. The creature obeys your commands for that turn, and you take 1d6 psychic damage at the end of the turn. If your concentration is broken, the creature doesn't disappear. Instead, you can no longer command it, it becomes hostile to you and your companions, and it attacks you and your allies if it believes it has a chance to win the fight or to inflict meaningful harm; otherwise it flees. You can't dismiss the uncontrolled creature, but it disappears 1 hour after you summoned it.

At Higher Levels. When you cast this spell using a 9th-level spell slot, you summon a deathwisp (see *Tome of Beasts*) or two ghosts instead.

CONJURE SPECTRAL DEAD

2nd-level conjuration

Casting Time: 1 minute

Range: 60 feet

Components: V, S, M (a handful of bone dust, a crystal prism, and a silver coin)

Duration: Concentration, up to 1 hour

You summon a shroud (see *Tome of Beasts*) to do your bidding. The creature appears in an unoccupied space that you can see within range. The creature is friendly to you and your allies for the duration. Roll initiative for the creature, which has its own turns. It obeys any verbal commands that you issue to it (no action required by you). If you don't issue any commands to the creature, it defends itself from hostile creatures but otherwise takes no actions. The creature disappears when it drops to 0 hit points or when the spell ends.

At Higher Levels. When you cast this spell using a 3rd-level spell slot, you can choose to summon two shrouds or one specter. When you cast this spell with a spell slot of 4th level or higher, you can choose to summon four shrouds or one will-o'-wisp.

CURSE OF THE GRAVE

7th-level necromancy

Casting Time: 1 action

Range: 120 feet

Components: V, S, M (a pinch of dirt from a freshly dug grave)

Duration: Until dispelled

You tap your connection to death to curse a humanoid, making the grim pull of the grave stronger on that creature's soul.

Choose one humanoid you can see within range. The target must succeed on a Constitution saving throw or become cursed. A *remove curse* spell or similar magic ends this curse. While cursed in this way, the target suffers the following effects:

- The target fails death saving throws on any roll but a 20.
- If the target dies while cursed, it rises 1 round later as a vampire spawn under your control and is no longer cursed.

- The target, as a vampire spawn, seeks you out in an attempt to serve its new master. You can have only one vampire spawn under your control at a time through this spell. If you create another, the existing one turns to dust. If you or your companions do anything harmful to the target, it can make a Wisdom saving throw. On a success, it is no longer under your control.

DARK MAW

Necromancy cantrip

Casting Time: 1 action

Range: Touch

Components: V, S

Duration: 1 round

Thick, penumbral ichor drips from your shadow-stained mouth, filling your mouth with giant shadow fangs. Make a melee spell attack against the target. On a hit, the target takes 1d8 necrotic damage as your shadowy fangs sink into it. If you have a bite attack (such as from a racial trait or a spell like *alter self*), you can add your spellcasting ability modifier to the damage roll but not to the temporary hit points.

If you hit a humanoid target, you gain 1d4 temporary hit points until the start of your next turn.

This spell's damage increases by 1d8 when you reach 5th level (2d8), 11th level (3d8), and 17th level (4d8).

DEAD WALKING

2nd-level illusion

Casting Time: 1 action

Range: 10 feet

Components: V, S, M (a copper piece)

Duration: Concentration, up to 1 hour

As part of the casting of this spell, you place a copper piece under your tongue. This spell makes up to six willing creatures you can see within range invisible to undead creatures for the duration. Anything a target is wearing or carrying is invisible as long as it is on the target's person. The spell ends for all targets if one target attacks or casts a spell.

At Higher Levels. When you cast this spell using a 3rd-level spell slot, it lasts for 1 hour without requiring your concentration. When you cast this spell using a spell slot of 4th level or higher, the duration increases by 1 hour for each slot level above 3rd.

DEATH GOD'S TOUCH

7th-level necromancy

Casting Time: 1 action

Range: Touch

Components: V, S

Duration: Instantaneous

This spell allows you to shred the life force of a creature you touch. You become invisible and make a melee spell attack against the target. On a hit, the target takes 10d10 necrotic damage. If this damage reduces the target to 0 hit points, the target dies. Whether the attack hits or misses, you remain invisible until the start of your next turn.

At Higher Levels. When you cast this spell using a spell slot of 8th level or higher, the damage increases by 2d10 for each slot level above 7th.

DISQUIETING GAZE

1st-level necromancy

Casting Time: 1 action

Range: Self

Components: V, S

Duration: 1 minute

Your eyes burn with scintillating motes of unholy crimson light. Until the spell ends, you have advantage on Charisma (Intimidation) checks made against creatures that can see you, and you have advantage on spell attack rolls that deal necrotic damage to creatures that can see your eyes.

GHOUL KING'S CLOAK

8th-level transmutation

Casting Time: 1 action

Range: Touch

Components: V

Duration: Concentration, up to 1 minute

You touch a creature, giving it some of the power of a ghoul king. The target gains the following benefits for the duration of the spell:

- Its Armor Class increases by 2, to a maximum of 20.
- When it uses the Attack action to make a melee weapon attack or a ranged weapon attack, it can make one additional attack of the same kind.
- It is immune to necrotic damage and radiant damage.
- It can't be reduced to less than 1 hit point.

At Higher Levels. When you cast this spell using a 9th-level spell slot, the spell lasts for 10 minutes and doesn't require concentration.

GIRD THE SPIRIT

1st-level abjuration

Casting Time: 1 reaction, which you take when you or a creature within 30 feet of you is hit by an attack from an undead creature

Range: 30 feet

Components: V, S

Duration: 1 minute

Your magic protects the target creature from the life-sapping energies of the undead. For the duration, the target has immunity to effects from undead creatures that reduce its ability scores, such as a shadow's Strength Drain, or its hit point maximum, such as a specter's Life Drain. This spell doesn't prevent damage from those attacks; it prevents only the reduction in ability score or hit point maximum.

HEART TO HEART

1st-level necromancy

Casting Time: 1 action

Range: Touch

Components: V, S, M (a drop of your blood, which the spell consumes)

Duration: 1 hour

For the duration, you and the creature you touch remain stable and unconscious if reduced to 0 hit points while the other has 1 or more hit points. If you touch a dying creature, it becomes stable but remains unconscious while it has 0 hit points. If both of you are reduced to 0 hit points, you must both make death saving throws, as normal. If you or the target regain hit points, either of you can choose to split those hit points between the two of you if both of you are within 60 feet of each other.

HEMATOMANCY

3rd-level divination

Casting Time: 1 minute

Range: Touch

Components: V, S, M (at least one drop of a creature's blood)

Duration: Instantaneous

You can learn information about a creature whose blood you possess. The target must make a Wisdom saving throw. If the target knows you're casting the spell, it can fail the saving throw voluntarily if it wants you to learn the information. On a successful save, the target isn't affected, and you can't use this spell against it again for 24 hours.

On a failed save, or if the blood belongs to a dead creature, you learn the following information:

- The target's most common name (if any).
- The target's creature type (and subtype, if any), gender, and which of its ability scores is highest (though not the exact numerical score).
- The target's current status (alive, dead, sick, wounded, healthy, etc.).
- The circumstances of the target shedding the blood you're holding (bleeding wound, splatter from an attack, how long ago it was shed, etc.).

Alternatively, you can forgo all of this information and instead use the blood as a beacon to track the target. For 1 hour, as long as you are on the same plane of existence as the creature, you know the direction and distance to the target's location at the time you cast this spell. While moving towards the location, if you are presented with a choice of paths, the spell automatically indicates which path provides the shortest and most direct route to the location.

KEENING WAIL

4th-level necromancy

Casting Time: 1 action

Range: Self (15-foot cone)

Components: V, S, M (a ringed lock of hair from an undead creature)

Duration: Instantaneous

You emit an unholy shriek from beyond the grave. Each creature in a 15-foot cone must make a Constitution saving throw. A creature takes 6d6 necrotic damage on a failed save, or half as much damage on a successful one. If a creature with 50 hit points or fewer fails the saving throw by 5 or more, it is instead reduced to 0 hit points. This wail has no effect on constructs and undead.

At Higher Levels. When you cast this spell using a spell slot of 5th level or higher, the damage increases by 1d6 for each slot level above 4th.

LACERATE

2nd-level evocation

Casting Time: 1 action

Range: 60 feet

Components: V, S, M (a shard of bone or crystal)

Duration: Instantaneous

You make a swift cutting motion through the air to lacerate a creature you can see within range. The target must make a Constitution saving throw. It takes 4d8 slashing damage on a failed save, or half as much damage on a successful

one. If the saving throw fails by 5 or more, the wound erupts with a violent spray of blood, and the target gains one level of exhaustion.

At Higher Levels. When you cast this spell using a spell slot of 3rd level or higher, the damage increases by 1d8 for each slot level above 2nd.

LAY TO REST

5th-level evocation

Casting Time: 1 action

Range: Self (15-foot-radius sphere)

Components: V, S, M (a pinch of grave dirt)

Duration: Instantaneous

A pulse of searing light rushes out from you. Each undead creature within 15 feet of you must make a Constitution saving throw. A target takes 8d6 radiant damage on a failed save, or half as much damage on a successful one.

An undead creature reduced to 0 hit points by this spell disintegrates in a burst of radiant motes, leaving anything it was wearing or carrying in a space it formerly occupied.

LIFE FROM DEATH

3rd-level necromancy

Casting Time: 1 action

Range: Self

Components: V, S

Duration: Concentration, up to 1 minute

Your touch can siphon energy from undead to heal your wounds. Make a melee spell attack against an undead creature within your reach. On a hit, the target takes 2d6 radiant damage, and you or an ally within 30 feet of you regains hit points equal to half the amount of radiant damage dealt. If used on an ally, this effect can restore the ally to no more than half of the ally's hit point maximum. This effect can't heal an undead or a construct. Until the spell ends, you can make the attack again on each of your turns as an action.

At Higher Levels. When you cast this spell using a spell slot of 4th level or higher, the damage increases by 1d6 for each slot level above 3rd.

LIFE SENSE

3rd-level divination

Casting Time: 1 action

Range: Self

Components: V, S, M (a clear piece of quartz)

Duration: Concentration, up to 10 minutes

For the duration, you can sense the location of any creature that isn't a construct or an undead within 30 feet of you, regardless of impediments to your other senses. This spell doesn't sense creatures that are dead. A creature trying to hide its life force from you can make a Charisma saving throw. On a success, you can't sense the creature with this casting of the spell. If you cast the spell again, the creature must make the saving throw again to remain hidden from your senses.

MAW OF NEEDLES

1st-level transmutation

Casting Time: 1 bonus action

Range: Self

Components: V, S

Duration: 1 minute

A spiny array of needle-like fangs protrudes from your gums, giving you a spiny bite. For the duration, you can use your action to make a melee spell attack with the bite. On a hit, the target takes 2d6 piercing damage and must succeed on a Dexterity saving throw or some of the spines in your mouth break off, sticking in the target. Until this spell ends, the target must succeed on a Constitution saving throw at the start of each of its turns or take 1d6 piercing damage from the spines. If you hit a target that has your spines stuck in it, your attack deals extra damage equal to your spellcasting ability modifier, and more spines don't break off in the target. Your spines can stick in only one target at a time. If your spines stick into another target, the spines on the previous target crumble to dust, ending the effect on that target.

At Higher Levels. When you cast this spell using a spell slot of 3rd level or higher, the damage of the spiny bite and the spines increases by 1d6 for every two slot levels above 1st.

MORTAL INSIGHT

3rd-level divination

Casting Time: 1 action

Range: Self

Components: V, S

Duration: Concentration, up to 10 minutes

A supernatural olfactory sense allows you to smell wounded living creatures. Until the spell ends, you can pinpoint a creature that doesn't have all of its hit points within 30 feet of you, and you have advantage on Wisdom (Perception) and Wisdom (Survival) checks to track a creature that doesn't have all of its hit points. In addition, you have advantage on melee attack rolls against any creature that doesn't have all of its hit points. The spell has no effect on creatures that don't have blood.

NOT DEAD YET

4th-level necromancy (ritual)

Casting Time: 1 minute

Range: Touch

Components: V, S, M (a cloth doll filled with herbs and diamond dust worth 100 gp)

Duration: Concentration, up to 1 hour

You cast this spell while touching the cloth doll against the intact corpse of a Medium or smaller humanoid that died within the last hour. At the end of the casting, the body reanimates as an undead creature under your control. While the spell lasts, your consciousness resides in the animated body. You can use an action to manipulate the body's limbs in order to make it move, and you can see and hear through the body's eyes and ears, but your own body becomes unconscious. The animated body can neither attack nor defend itself. This spell doesn't change the appearance of the corpse, so further measures might be needed if the body is to be used in a way that involves fooling observers into believing it's still alive. The spell ends instantly, and your consciousness returns to your body, if either your real body or the animated body takes any damage.

You can't use any of the target's abilities except for nonmagical movement and darkvision. You don't have access to its knowledge, proficiencies, or anything else that was held in its now dead mind, and you can't make it speak.

ROTTING CORPSE

2nd-level necromancy

Casting Time: 10 minutes

Range: Touch

Components: V, M (a rotting piece of flesh from an undead creature)

Duration: 3 days

Your familiarity with the foul effects of death allows you to prevent a dead body from being returned to life using anything but the most powerful forms of magic.

You cast this spell by touching a creature that died within the last 24 hours. The body immediately decomposes to a

state that prevents the body from being returned to life by the *raise dead* spell (though a *resurrection* spell still works). At the end of this spell's duration, the body decomposes to a rancid slime, and it can't be returned to life except through a *true resurrection* spell.

At Higher Levels. When you cast this spell using a spell slot of 3rd level or higher, you can affect one additional corpse for each slot level above 2nd.

SEEPING DEATH

3rd-level necromancy

Casting Time: 1 action

Range: Touch

Components: V, S

Duration: 3 days

Your touch inflicts a virulent, flesh-eating disease. Make a melee spell attack against a creature within your reach. On a hit, the creature's Dexterity score is reduced by 1d4, and it is afflicted with the seeping death disease for the duration.

Since this spell induces a natural disease in its target, any effect that removes a disease or otherwise ameliorates a disease's effects apply to it and can end the spell early.

Seeping Death. The creature's flesh is slowly liquefied by a lingering necrotic pestilence. At the end of each long rest, the diseased creature must succeed on a Constitution saving throw or its Dexterity score is reduced by 1d4. The reduction lasts until the target finishes a long rest after the disease is cured. If the disease reduces the creature's Dexterity to 0, the creature dies.

STENCH OF ROT

2nd-level necromancy

Casting Time: 1 action

Range: 30 feet

Components: V, S, M (a live maggot)

Duration: 1 hour

Choose one creature you can see within range that isn't a construct or undead. The target must succeed on a Charisma saving throw or become cursed for the duration of the spell. While cursed, the target reeks of death and rot, and nothing short of magic can mask or remove the smell. The target has disadvantage on all Charisma checks and on Constitution saving throws to maintain concentration on spells. A creature with the Keen Smell trait, or a similar trait indicating the creature has a strong sense of smell, can add your spellcasting ability modifier to its Wisdom (Perception) or Wisdom (Survival) checks to find the target. A *remove curse* spell or similar magic ends the spell early.

At Higher Levels. When you cast this spell using a spell slot of 3rd level or higher, the duration increases by 1 hour for each slot level above 2nd.

TOUCH OF THE UNLIVING

3rd-level necromancy

Casting Time: 1 action

Range: Touch

Components: V, S

Duration: Concentration, up to 1 minute

Make a melee spell attack against a creature you can reach. On a hit, the target takes 2d6 necrotic damage and, if it is not an undead creature, it is paralyzed until the end of its next turn. Until the spell ends, you can make the attack again on each of your turns as an action.

At Higher Levels. When you cast this spell using a spell slot of 4th level or higher, the damage increases by 1d6 for each slot level above 3rd.

UNHOLY DEFIANCE

2nd-level necromancy

Casting Time: 1 action

Range: 30 feet

Components: V, S, M (a pinch of earth from a grave)

Duration: Concentration, up to 1 minute

Until the spell ends, undead creatures within range have advantage on saving throws against effects that turn undead. If an undead creature within this area has the Turning Defiance or Turn Resistance trait, that creature can roll a d4 when it makes a saving throw against an effect that turns undead and add the number rolled to the saving throw.

UNLUCK ON THAT

1st-level enchantment

Casting Time: 1 reaction, which you take immediately when a creature within range makes an attack roll, saving throw, or ability check

Range: 25 feet

Components: V

Duration: Instantaneous

By uttering a swift curse ("Unluck on that!"), you bring misfortune to the target's attempt; the affected creature has disadvantage on the roll.

At Higher Levels. When you cast this spell using a spell slot of 2nd level or higher, the range of the spell increases by 5 feet for each slot level above 1st.

Underworld Beasts

The Underworld is home to all manner of hungry monsters, malicious humanoids, and treacherous caverns. In spite of all this, many beasts eek out a meager living in the depths of the world. The following beasts make up a few of the more mundane creatures that inhabit the Underworld. Some of the beasts make suitable familiars for spellcasters, while others are appropriate choices for a ranger's companion or a druid's Wild Shape. The ghoul bat, in particular, is a favorite among the imperial hunters of the Ghoul Imperium.

Familiars. Bilbies, lantern beetles, and sniffer beetles can be called to serve a spellcaster via the find familiar spell.

BILBY

Tiny beast, unaligned

ARMOR CLASS 10

HIT POINTS 2 (1d4)

SPEED 30 ft., burrow 5 ft.

STR	DEX	CON	INT	WIS	CHA
6 (–2)	10 (+0)	10 (+0)	2 (–4)	10 (+0)	8 (–1)

SENSES darkvision 60 ft., passive Perception 10

LANGUAGES —

CHALLENGE 0 (10 XP)

Shadow Camouflage. The bilby has advantage on Dexterity (Stealth) checks made while in dim light or darkness.

ACTIONS

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

Often called rabbit-eared bandicoots, bilbies are rarely seen directly. They are commonly treated as a pest by Underworld and desert travelers as they enjoy rummaging in unattended packs and tents for food.

CAVE GOAT

Small beast, unaligned

ARMOR CLASS 11

HIT POINTS 22 (4d6 + 8)

SPEED 50 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	13 (+1)	15 (+2)	2 (–4)	10 (+0)	6 (–2)

SKILLS Athletics +4

SENSES darkvision 60 ft., passive Perception 10

LANGUAGES —

CHALLENGE 1/4 (50 XP)

Keen Hearing. The cave goat has advantage on Wisdom (Perception) checks that rely on hearing.

Sturdy Climber. The cave goat has advantage on Strength (Athletics) checks to climb rocky surfaces.

ACTIONS

Ram. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 4 (1d4 + 2) bludgeoning damage.

Cave goats are the size of a spaniel and have dog-like paws rather than hooves. Despite being quadrupeds, they are accomplished climbers of the steep and uneven confines of the Underworld. Cave goats are loyal, if a bit surly, and strong, making them a favorite companion of Underworld travelers.

FENNEC FOX

Tiny beast, unaligned

ARMOR CLASS 11

HIT POINTS 7 (2d4 + 2)

SPEED 40 ft., burrow 5 ft.

STR	DEX	CON	INT	WIS	CHA
6 (–2)	12 (+1)	12 (+1)	2 (–4)	14 (+2)	10 (+0)

SKILLS Stealth +3

SENSES darkvision 60 ft., passive Perception 12

LANGUAGES —

CHALLENGE 1/8 (25 XP)

Keen Hearing and Sight. The fennec fox has advantage on Wisdom (Perception) checks that rely on hearing or sight.

ACTIONS

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 3 (1d4 + 1) piercing damage.

Fennec foxes are tiny canids which make their homes in the shallow parts of the Underworld and the deserts of the Southlands. Their huge semi-erect ears and wide eyes give them a disarmingly friendly appearance.

GHOUL BAT

Small undead, neutral evil

ARMOR CLASS 13

HIT POINTS 14 (4d6)

SPEED 5 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
6 (–2)	16 (+3)	11 (+0)	8 (–1)	12 (+1)	10 (+0)

DAMAGE IMMUNITIES poison

CONDITION IMMUNITIES charmed, exhaustion, poisoned

SENSES blindsight 60 ft., passive Perception 11

LANGUAGES —

CHALLENGE 1/4 (50 XP)

Echolocation. The ghoul bat can't use its blindsight while deafened.

Keen Hearing. The ghoul bat has advantage on Wisdom (Perception) checks that rely on hearing.

Undead Nature. Ghoul bats don't require air, food, drink, or sleep.

ACTIONS

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 5 (1d4 + 3) piercing damage. If the target is a creature other than an undead, it must succeed on a DC 10 Constitution saving throw or be paralyzed until the end of its next turn.

This bat has an emaciated, three-foot-long torso and a head that looks like skin stretched over bone. Its jaws are unnaturally distended, and its mouth is full of needle-like teeth. Ghoul bats are popular messengers and pets amongst darakhul and can be found both in colonies and alone throughout the Ghoul Imperium.

GIANT ARMADILLO

Small beast, unaligned

ARMOR CLASS 12 (natural armor)

HIT POINTS 10 (3d6)

SPEED 25 ft., burrow 15 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	8 (–1)	10 (+0)	2 (–4)	10 (+0)	6 (–2)

SENSES darkvision 60 ft., passive Perception 10

LANGUAGES —

CHALLENGE 1/4 (50 XP)

ACTIONS

Claws. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 4 (1d6 + 1) slashing damage.

Tuck In. The giant armadillo tucks its entire body into its shell, forming an armored ball. While in this form, it moves by rolling around, it has resistance to bludgeoning, piercing, and slashing damage, and it can't take the Attack action or burrow. The giant armadillo can return to its true form as a bonus action.

Giant armadillos look like a hybrid of aardvark, rhinoceros, and turtle with vicious-looking claws used primarily for burrowing. These creatures are generally placid and seek to avoid conflict whenever possible.

SNIFFER BEETLE

Small beast, unaligned

ARMOR CLASS 12 (natural armor)

HIT POINTS 5 (1d6 + 2)

SPEED 30 ft., fly 10 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	10 (+0)	14 (+2)	3 (–4)	12 (+1)	7 (–2)

SKILLS Perception +5

SENSES darkvision 30 ft., passive Perception 15

LANGUAGES —

CHALLENGE 1/8 (25 XP)

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

ACTIONS

Bite. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 3 (1d4 + 1) piercing damage.

The sniffer beetle is a docile creature with an excellent sense of smell. The Ghoul Imperium trains the beetles to sniff out hidden contraband on merchant caravans. On the surface and in the Underworld, the beetles are often valued as guide animals by those with limited vision.

LANTERN BEETLE

Tiny beast, unaligned

ARMOR CLASS 13 (natural armor)

HIT POINTS 2 (1d4)

SPEED 30 ft., climb 10 ft., fly 10 ft.

STR	DEX	CON	INT	WIS	CHA
6 (–2)	12 (+1)	10 (+0)	1 (–5)	7 (–2)	3 (–4)

SENSES passive Perception 8

LANGUAGES —

CHALLENGE 0 (10 XP)

Illumination. The beetle sheds bright light in a 10-foot radius and dim light for an additional 10 feet. When it dies, its body continues to glow for another 6 hours.

ACTIONS

Horn. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 1 piercing damage.

Subsisting primarily on bioluminescent fungi, the lantern beetle gets its name from its glowing abdomen. It is a popular light source in the Underworld and is used extensively by the Ghoul Imperium as such.

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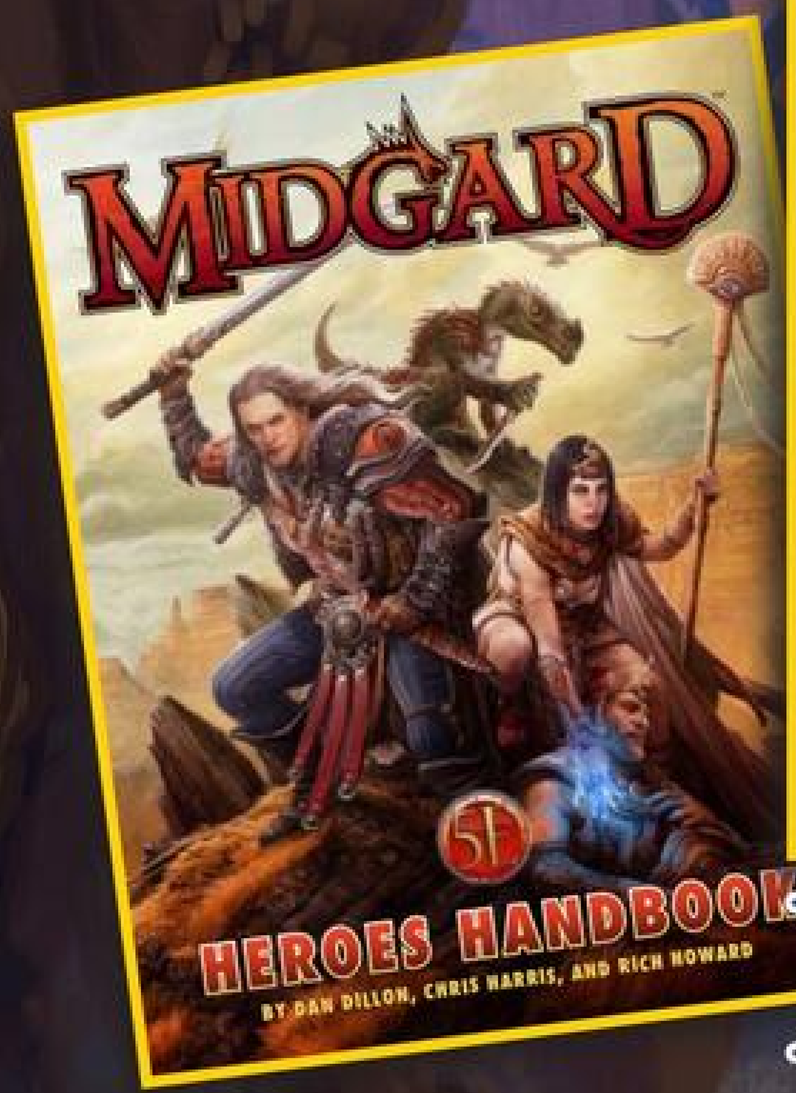

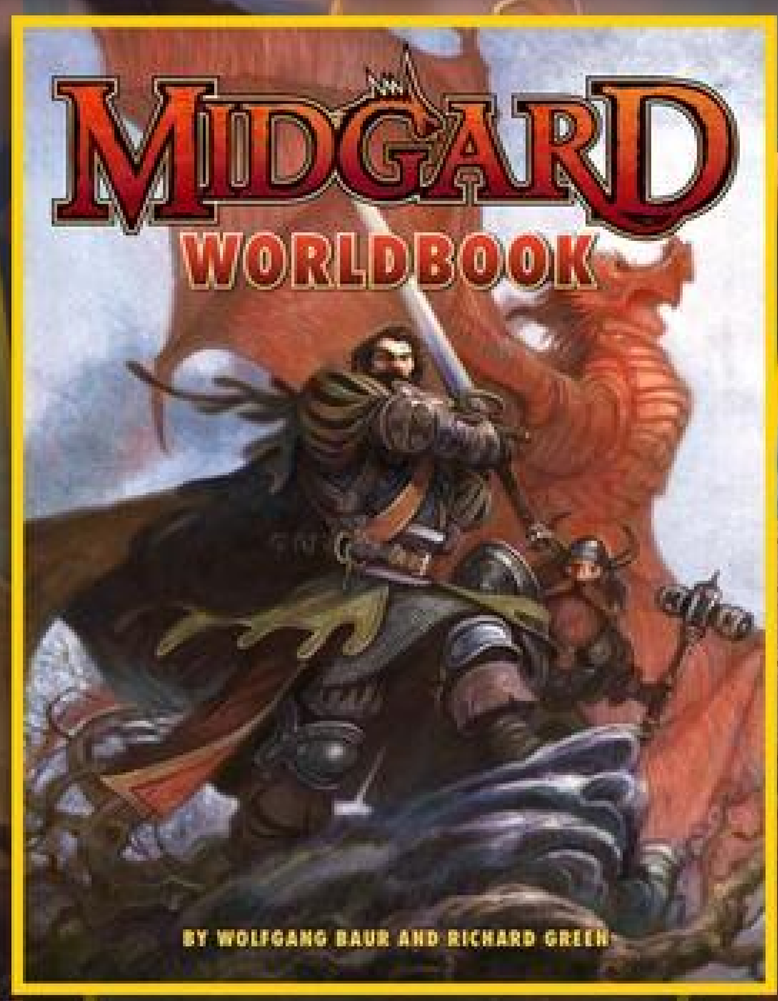

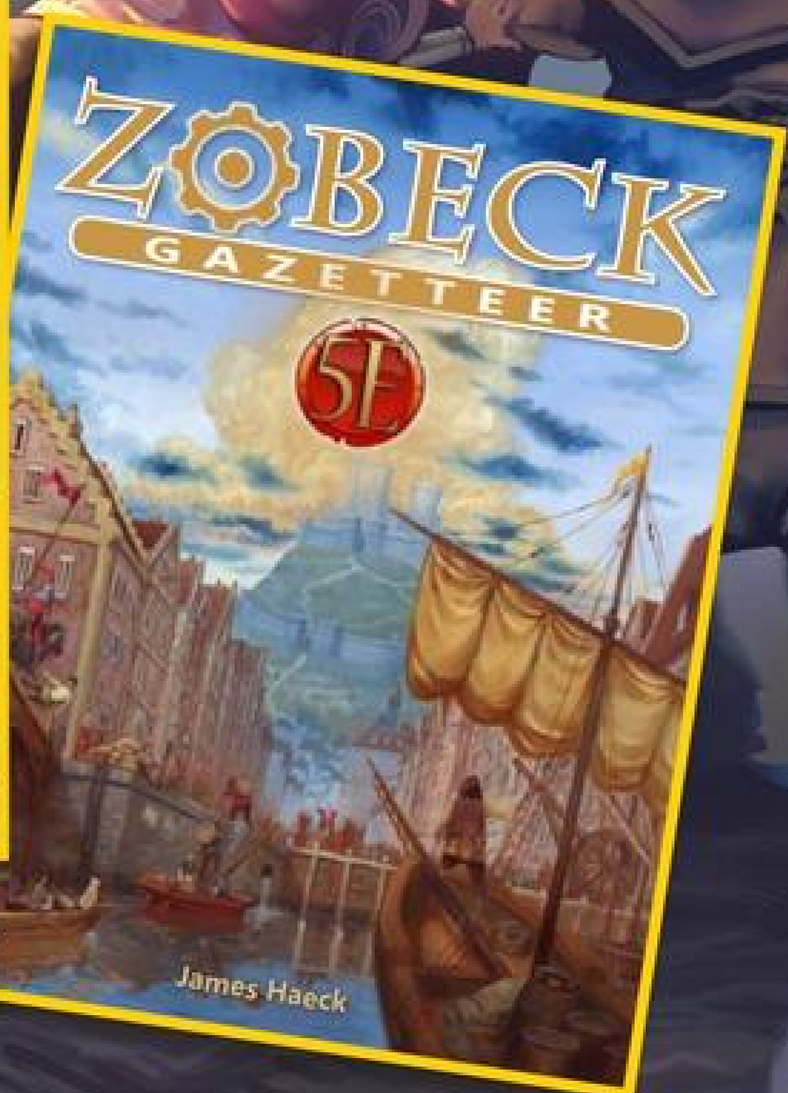

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