



# THE VEILED LADY

4<sup>TH</sup>, 10<sup>TH</sup>, OR 15<sup>TH</sup> LEVEL

5<sup>TH</sup>-EDITION ADVENTURE

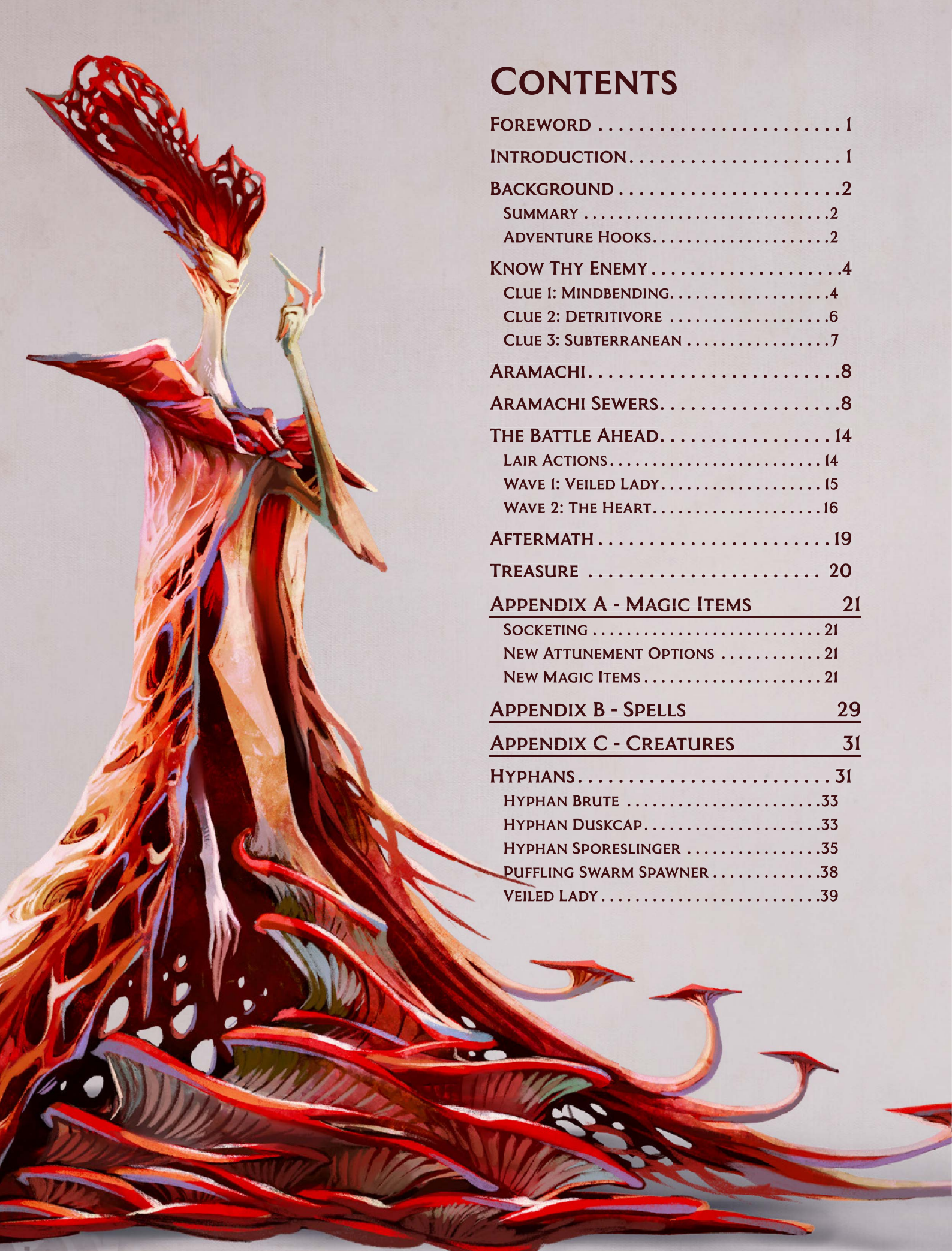
HELIANA'S GUIDE TO MONSTER HUNTING

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# FOREWORD

Are you ready to meet some *fun guys*? Pack light, there's not *mush* room down in the sewers of Aramachi! I'm sorry...

This PDF here is the third standalone release from the upcoming book, *Heliana's Guide to Monster Hunting*. In addition, this is a beta test! That means that stuff could change between this PDF and the final version of the book. If you have any feedback, don't hesitate to reach out to Humpdink The Warlock (that's me) on my [Discord server](#).

Note, the harvesting and crafting mechanics in this PDF are a light, placeholder version. We'll have beta playtests for both those systems in the coming weeks, as well as some friendly familiars.

In *Heliana's* we're introducing some new formatting—**bolding**, *italics*, and **colour**—to help you reference key info at a glance. *Italics* are used normally: they indicate either a *spell*, *magic item*, *name of a vessel* (e.g. *Boaty McBoatface*), or that the word comes from *a different language*. **Checks and saves** are always in a bold teal, even when it's just the **DCs**. **Dice**, **conditions**, **charges**, and **monster names** are all **bolded** too. Oh—and a little superscript <sup>s</sup> indicates that the monster is in the SRD, the free-to-play 5e ruleset.

So, when your players finally make their fungal weapons, they can quickly reference that they can spend **1 charge** as an action to force their target to make a **DC 15 Constitution saving throw**, with the target taking **3d6** poison damage and becoming **poisoned** on a failure.

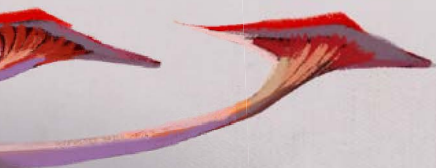
Jess, Mo, and I are extremely grateful to all our backers, on the Kickstarterer, YouTube, Patreon, and elsewhere for helping us make our dream jobs reality. Thanks, folks. You rock.

– Max, Lead Writer

# INTRODUCTION

This adventure, *The Veiled Lady*, is intended for 3 to 7 characters and is optimised for a party of 4 with an average party level (APL) of **4**, **10**, or **15**. Characters who complete this adventure should earn enough experience to progress one quarter of the way to 5th or 11th level, or one third of the way to 16th level. The adventurers must investigate a strange rot that has infested a town, ruining the crops, killing the livestock, but leaving the townsfolk strangely unharmed.

After gathering information about this rot, the adventurers must delve into a cave system connected to the town's sewers. Here the fungal colony has its lair which forms the setting of a three-wave boss battle. This battle is **deadly** and uses the party's entire daily XP budget. Equipment for an extended fight, spells and effects that deal radiant damage, and proficiency in the Nature skill will prove great boons in this endeavour.



# BACKGROUND

The sewers of Aramachi intersect with a cave system leading to The Low, a vast subterranean network of caves, mines, and settlements home to creatures of the dark. From this gloomy, damp expanse, a satellite colony of hyphans—a race of sentient fungus—has emerged. Its vast hyphal network has penetrated earth and rock, seeking the nutrient resources of surface-dwelling organisms.

The Veiled Lady is the mouthpiece of this fungal colony. It possesses a system of morality and order entirely alien to surface-dwelling humanoids; it believes all organic matter is just a resource waiting to be assimilated into its network and has no concept of ‘murder’. All creatures under the colony’s influence connect to its heart via a hive mind.

This is actually the third rot the colony has caused in its inexorable search for nutrients. The first rot caused a plague, killing scores of townsfolk. The second targeted cellulose, decimating the local woodland and laying waste to many of the townsfolk’s houses. This third rot targets beasts and crops: half of the town’s livestock and harvest have been ruined in the fortnight since it was first detected.



During each rot, the town’s mayor has contacted Heliana, who has dutifully sent an adventuring party in response. These parties tracked the rot to the sewers but were infested by the Veiled Lady. The Lady read the adventurers’ minds and learned of the potential conflict the colony’s actions would bring about if it continued destroying the town above. In an effort to ensure its preservation, the colony changed its physiology and tactics to target different food sources. In a further act of subterfuge, the Veiled Lady returned one fungus-infested adventurer from each party to Heliana, where they explained that “there was nothing out of the ordinary.”

## SUMMARY

Here’s the main info to digest:

- **Which Monster?** A fungal colony. The mouthpiece through which the colony interacts with adventurers is a humanoid-shaped creature called the Veiled Lady. The colony has a heart which, if destroyed, adversely affects all the members of its hive-mind.
- **Monster’s Motivation.** The colony is seeking to expand. Survival and finding a source of sustenance are its main motivations. Its search for resources keeps bringing adventurers to slay it, which is conflicting with its next priority: staying hidden to avoid conflict.
- **Monster’s Previous Actions.** The hyphan colony is killing and decomposing the crops and livestock around Aramachi. The colony has caused two previous rots within the past year. During the first, the townsfolk caught a plague. During the second, the town’s wooden buildings and the nearby forest were afflicted by a dry rot.
- **Where’s the Monster?** The colony can be found in the cave system adjacent to the town’s sewers. Its fungal ‘heart’ is hidden in a sealed cave and can only be found by defeating the Veiled Lady.

## ADVENTURE HOOKS

Stinky sewers, ferocious fungi, and a high chance of death... Don’t mention any of those when you drop the following adventure hooks for your players. Use as many as necessary to tick everyone’s ‘motivation box’.

- **Curiosity: The Absent Adventurer.** Twice before, Aramachi has sent a request to Heliana for adventurers to deal with a rot. Both times, an adventurer returned saying they hadn't found anything. Both times, the rot disappeared. The first adventurer returned to Aramachi but was never seen again. The second, Heliana has kept restrained in the dark of Lut's basement where he has begun to 'blossom' (see Clue 3, page 7). Though hesitant to send more adventurers to their doom, Heliana wants this rot dealt with once and for all.
- **Morality: Rotting Rations.** Without immediate intervention, Aramachi faces starvation. The harvest has been decimated and, if this rot isn't curtailed, there won't be any harvest at all! The lives of the townspeople are at stake and the town's mayor has decreed that whatever is causing the rot must be dealt with.
- **Compensation: Sabotaged Smugglers.** Smugglers that use the sewer and cave system for transporting their treasures can be overheard complaining in the tavern. Something has been rotting their smuggled exotic animals, and the tobacco, halfleaf, and rum is putrefied. Something deeper in the cave system is bad for business and needs sorting. The smugglers use the Loot Tavern\* as an interdimensional crossroads.

\*Not playing in the Loot Tavern? No problem; omit this sentence!

Mulch, a druid of the Blossom Union specialising in decomposition, has been investigating the fungal imbalance around Aramachi. They deliver the town's request for adventurers and can act as the party's primary contact for this quest. You can use them to share insights learned from interviewing the townsfolk by using the 'Mulch' paragraphs in Know Thy Enemy (page 4), or let your players investigate the area themselves by using the 'Exploration' paragraphs in the same section.

### QUEST REWARDS

Adventure Level	Suggested Reward	XP Reward*
4th	2,200 gp	1,300
10th	11,500 gp	4,500
15th	27,000 gp	10,000

\*Includes all scripted monsters



MULCH

### MULCH

Mulch is a non-binary tanukin—a subrace of sentient raccoons known as rakin—with a penchant for mischief and an incredible propensity for deadpan humour. Mulch's reputation amongst their Blossom Union siblings is delicate: though regarded as one of the foremost experts on decomposition within the Union, their relationship with Archdruid Xyxl turned sour after Mulch grew a small amount of psychedelic mushrooms on Xyxl's morning porridge.

At any given moment, Mulch is likely partaking in a consciousness-enhancing experiment of some kind. Psychedelic mushrooms, hallucinogenic frogs, or moulded tea, Mulch aims to try them all. To the layman, this is commonly interpreted as them being slightly distractible, especially around bright colours or rhythmic music. They are perpetually dirty, their clothes home to all manner of small beasts, and they ignore almost all social norms, such as covering your mouth when you yawn.



## KNOW THY ENEMY

Mulch, drawn to Aramachi by rumours of a strange plague-rot, has briefly reconnoitered the area and has some insights to share. These are detailed in the Mulch and Heliana paragraphs below. Alternatively, if your players prefer to get in the field and do their own investigating, you can use the 'Exploration' paragraphs to impart the clues to your players. The clues are that:

- ♦ The rot is capable of messing with creatures' minds.
- ♦ The rot consumes dead and dying organic matter to heal itself.
- ♦ The rot likes the damp ☞ dark; it is sickened by radiant damage and is immune to necrotic damage.

### CLUE 1: MINDBENDING

As a defence mechanism to repel intruders, the colony can infect creatures with bio-magical curses. Some of these effects involve mind control and modifying memories. This is how it sent adventurers back to Heliana to deliver the misinformation that there was nothing to be found. This clue involves talking to Heliana so she can introduce the party to the last adventurer she sent to tackle this rot: Gus Fushrúm. Alternatively, this individual could have been trapped by Mulch in the basement of an inn in Aramachi.

**Heliana.** Heliana briefs the party on the previous adventurers she sent:

- ♦ She has sent two groups to deal with two similar, but slightly different rots.
- ♦ The first rot was a plague that targeted people.
- ♦ The second infected all the trees and houses.
- ♦ Each time, only one adventurer returned. Both times the adventurer said 'there was nothing to be found'.
- ♦ The second time, she didn't let the adventurer leave, and currently has him trapped in the basement.

When Heliana reads the request for adventurers, you can read the following:

Heliana frowns at the parchment in her hand “Huh... this one again, eh? I already sent two groups to deal with something like this over the past year. Full disclosure: only one returned alive each time. And ‘alive’ is a stretch...” She reaches for a journal and flicks back toward the front of the book. “The first rot was a plague affecting people. The second rotted all the wood, both in living trees and in the buildings. Both times I sent adventurers. Both times one returned. Both times they told me they didn’t find anything. And then the rot disappeared overnight.” She gives a grimace, “As for being barely ‘alive’... Come with me.” She leads the party into the basement to see the infected adventurer.

### INFECTED ADVENTURER

In a corner of the Loot Tavern’s basement is Gus Fushrúm. Though he used to be a ranger, he is now a walking mushroom patch: toadstools sprout from every inch of skin and clothing. His corner of the basement is a diorama of fungal life; an array of colourful fungus of all shapes and sizes blooms from the rock and wood. A ward of glowing blue runes marks off the corner and keeps him (and the mushrooms) from proliferating through the rest of the building.

**False Memories.** If asked, Gus says he didn’t find anything, and that his current condition isn’t all that bad. He explains that his party went into the sewers, but just found empty caves. On their way out, a rockfall killed his party and blocked off the caves. These are false memories bestowed by the Veiled Lady; a successful **Wisdom (Insight)** check (see table below for DCs) doesn’t detect deception—he believes what he says—but does detect that his answer seems rehearsed.

**Restoration.** Casting *greater restoration* (or *lesser restoration* in the 4th-level adventure) on Gus removes these false memories. He begins to have a panic attack as he observes his current form and begins ripping off the toadstools, damaging himself. Casting the *calm emotions* spell on Gus or succeeding on a **Charisma (Persuasion)** check to calm him (see table below for DCs) stops him hurting himself. If he isn’t calmed or restrained, he dies within 1 minute.

### INFECTED ADVENTURER CHECK DCs

Adventure Level	Check DC
4th	11
10th	14
15th	16

**True Memories.** Once his memories are restored, Gus says that he found a huge pulsing heart in the caves below the sewers. He says the air was thick with spores, and it didn’t matter if they held their breath. The spores took root on clothing and skin. His companions, a rogue, sorcerer, and barbarian, were all transformed. Their memories and intentions were picked over by the hive mind. Then, when the fungal heart realised its misstep and the danger it was bringing upon itself, it sent him here to ward off further intruders.

**Interrogation.** Heliana will intervene if the players try to experiment on Gus. She feels responsible, in part, for his current condition. If she isn’t present, the same information as in Clues 1 and 2 can be gathered through experimentation on Gus.



GUS FUSHRÚM



## CLUE 2: DETRITIVORE

The Veiled Lady (and its fungal tendrils) can consume dead (and dying) organisms to heal itself. However, burning corpses with fire or radiant damage, or casting the gentle repose spell or similar magic on them, prevents corpses from being consumed in this way.

### MULCH

Mulch divulges the following information to the party:

- The rotting corpses of crops and livestock are covered in a web of white-grey fibres.
- The corpses seem to deflate and dehydrate over time, as if they're being drained.
- Corpses burnt by farmers soon after death don't have any such webbing.

You can read the following:

Picking a small dung beetle off the end of their nose, Mulch says "It's a detritivore. Detritus: waste, vore: eats. It eats waste. I know that because all the corpses are covered in this mat of webbing that... pulses. Like it's drinking." Mulch takes a swig from a pungent-smelling flask. Whatever it is, it's definitely fermented. "Within a day, a corpse is emaciated — totally dehydrated,

like it's been in the sun for a month. You might have noticed that the air 'round Aramachi is thick with smoke. The local farmers have been burning the rotted stuff — they think it stops the spread. I reckon they're onto something."

### EXPLORATION

**Corpses.** The corpses of livestock and piles of rotted crops are covered in mats of thin grey-white fibres. If a corpse takes fire or radiant damage, or the gentle repose spell or similar magic is cast on it, the mat of fibres wilts and draws away, leaving the corpse alone. A player that chooses to investigate a corpse notices the following:

- On fresh corpses the mat appears to be pulsing.
- Older corpses look deflated, like they've been drained, and the mat's fibres are dry and brittle, as if they're no longer used.
- Thick plumes of black smoke in the distance are being released by piles of burning corpses.

In addition, a creature can make a **DC 12 Intelligence (Nature)** check. On a success, you can reveal the following:

- The fibres look fungal in origin. Fungi exist as a network of mycelium in the ground.
- Fungi can be detritivores that feed on dead organic matter.





### CLUE 3: SUBTERRANEAN

The hyphan colony's adaptation to the dark insulation of The Low grants it immunity to necrotic damage. However, it is sickened by radiant damage and sunlight.

#### MULCH

Mulch imparts the following information to the party:

- He thinks the rot is caused by some sort of fungus.
- Decaying energy seems ineffective, while radiation appears to damage it severely.
- Bright sunlight causes the fungus to retreat.

You can read the following:

"I think it's a strange sort of fungus. Those things are usually susceptible to decaying and burning magic, but this one is unusual." Mulch glances around, showering you all with particles of earth, before leaning in and whispering "I tried the forbidden magic... blight. Didn't do a thing!" They lean back, relaxing "My moonlight beam made it squirm, however. Burned it real nice," they chuckle. "Where the corpses are in the sun, the webbing is only on the underside. Flip over the corpse and it shrinks back into the ground. Doesn't like light."

#### EXPLORATION

**Experimentation.** Corpses in bright daylight have fungal mats only on their underside. If a corpse is flipped over, or the daylight spell is cast on a mat of fungal webbing, the fungus retreats, shrinking back into the ground. The players can try dealing different types of damage to the fungal mat, with the following effects:

- Necrotic damage does nothing.
- Radiant damage causes it to writhe and retreat.
- Other damage, such as fire, is as effective as normal, but the fungus grows back slowly afterwards.



# ARAMACHI

Aramachi is a port-town home principally to rakin, humans, and halflings. Originally built around the tower of the wizard, golemancer, and biosmith Doctor Francis Norman Stein, it has bloomed into a compact, bustling hub of activity. The land surrounding Aramachi is famed for the time-dilated grapes from which the infamous reverse-hangover cocktail *reverso* is made, its flavoured-milk cows, and fields of golden wheat (each ear of which is rumoured to contain one solid gold kernel).

**A Rotting Environment.** The farmland around Aramachi is known as the ‘golden sea’ for its vast, rich fields of wheat. In the hills, a great deal of land is given over to raising cattle and sheep. The party can observe the following abnormalities as they explore:

- Vast swathes of the golden sea look like a furry grey carpet from afar, drained of their luscious colour. The plants are covered in mats of grey-white fibres.
- The corpses of emaciated livestock dot the rolling hills, covered in the same grey-white fibres.
- Dead crows and vultures ring several corpses, likewise covered in fibres, the same as the livestock on which they were presumably feasting.
- Dung in the cow fields is white, covered in hairy mats of fibres.
- Plumes of black smoke can be seen from several smallholdings and hamlets. Farmers are burning the corpses and rotted crops.

**Random Encounters & Rest.** Aramachi is easily accessible by boat, through a forest, or across plains and hills. There is plenty of space at the inns. The surrounding farmland, where the rot is taking place, is an hour’s walk from the centre of town.

**Entering The Sewers.** There are five ways to enter the sewers: via the sewer outfall (A), through one of three buildings (B, C, and D), or through a street drain (E). These correspond to the keyed locations on map A (page 10). Asking around the town reveals that these three buildings were particularly badly damaged during the last rot and are all freshly repaired.

- **A—River Entrance.** By swimming or rowing a boat, the party can approach the sewer outfall. Unless invisible, the party is seen by the people at 1 - Smuggler’s Dock (page 11).

- **B—White Water Worship.** A temple to river and sea gods run by his High Frothiness, Mustaf de Luge, Priest of the Rapids (NG male human **priest**<sup>S</sup>). He regularly drinks sea water and is a little mad. If the party asks to see the crypt, he will show them down.
- **C—Saucery.** A potion shop run by a sal’aman named Tink Cha (CG **commoner**<sup>S</sup>). They are more than keen to show the party the fungus they’ve been cultivating in their basement and can inform the party of the mushrooms’ properties (see Edibles, opposite page).
- **D—The Three-Eyed Fish.** A large inn frequented by sailors and urkin vagabonds. The landlady is a female urkin named Madame Poubelle. She lets the adventurers pass for an appropriate bribe (ten times the average player level in gold pieces). She also complains that all she has to serve is beer — everything else is rotted.
- **E—Drains.** Entering through a street drain drops the players in a random location marked ‘E’.

## ARAMACHI SEWERS

A classic stinking sewer, these tunnels and caves are also home to the Shambling Mound gang. These smugglers sneak in contraband via the river at night, storing it in the basements of the various buildings with whom they have tacit agreements. The Shambling Mound gang see themselves as entrepreneurs and businessmen, rather than criminals, but keep their business discreet, nonetheless.

## GENERAL FEATURES

The sewers have the following features:

- **Ceiling.** The sewers are about 7 feet high, while the smugglers’ rooms and caves rise to about 12 feet.
- **Walls & Floor.** The walls and floor of the sewers and smugglers’ rooms are made of well-cut stone. The deeper caves are formed of water-cut bedrock. Where there is water, it is a uniform 2 feet deep and is difficult terrain.
- **Doors.** Unless stated, all doors are locked and can be unlocked with a successful **DC 15 Dexterity (thieves’ tools)** check. A creature that fails by 5 or more breaks its tools and jams the lock.
- **Light.** Unless lit, the sewers and smugglers’ rooms are dark. Pale, green-white mushrooms

dimly light the caves in the northeast section of the sewer (rooms 6, 11, 12, and 14).

- ♦ **Atmosphere.** The air is close and damp. The sewers stink, but the scent in the deeper caves is of a forest in autumn, perfumed with the rich odour of decaying leaves.
- ♦ **Environment: Aura Dampening.** The magical nature of the Veiled Lady's lair dampens magical auras (including spells with the word 'aura' their name). Their radii are reduced so that they affect only the creature from which the aura originates.
- ♦ **Hazard: Fungal Overload.** The Veiled Lady and its lair actions can afflict a creature with the *fungal infection* spell. If a humanoid is ever simultaneously affected by all six of the possible mushrooms that can grow on it as a result of the spell, the creature falls under the control of the Veiled Lady as if by the *dominate person* spell (no maximum duration and no concentration required).
- ♦ **Hazard: Sewage.** A creature that ingests any of the sewage water, or that unexpectedly falls under the water's surface, must succeed on a **DC 14 Constitution saving throw** or be **poisoned** for the next hour.

**Edibles.** Four rare types of edible fungus can be found within the sewers. They can be correctly identified with a successful **DC 14 Nature (Intelligence)** check, and their properties (all of which are a mix of beneficial and detrimental effects) discerned. The mushrooms lose their potency 1 hour after they are harvested. A creature that uses its action to eat a mushroom is affected in the following way, depending on the mushroom's type:

- ♦ **Amanita rotgut.** You take **2d6** poison damage and are **poisoned** for **1 minute**. After the minute elapses, you gain **resistance** to poison damage and are **immune** to the poisoned condition for **1 hour**. This toadstool is red with bright yellow dots.
- ♦ **Noradreno mucorales.** You are affected by the *haste* spell for **1 minute**. At the start of each of your turns while you are affected by the mushroom, you must succeed on a **DC 15 Constitution saving throw** or be unable to move or take actions until the start of its next turn, as a wave of lethargy sweeps over you. This tall, skinny mushroom is orange with electric-blue lightning bolts.
- ♦ **Psilocybin kwikitrippiae.** You are affected by the confusion spell for **10 minutes**. You can make a **DC 15 Constitution saving throw** at the end of each minute, ending the effect on a success. After the effect ends, you gain **advantage** on Wisdom saving throws for **1 hour**. This small, unassuming mushroom is plain brown when looked at directly, but twinkles with rainbow iridescence when in the corner of your eye.
- ♦ **Raging Henbane.** You gain resistance to non-magical bludgeoning, piercing, and slashing damage for **1 minute**. At the start of each of your turns, if there is at least one creature within the reach/range of your currently-equipped weapon, you must immediately use your reaction to make one weapon attack against a randomly determined creature within your reach/range. This jet black mushroom has a tough, bark-like skin.



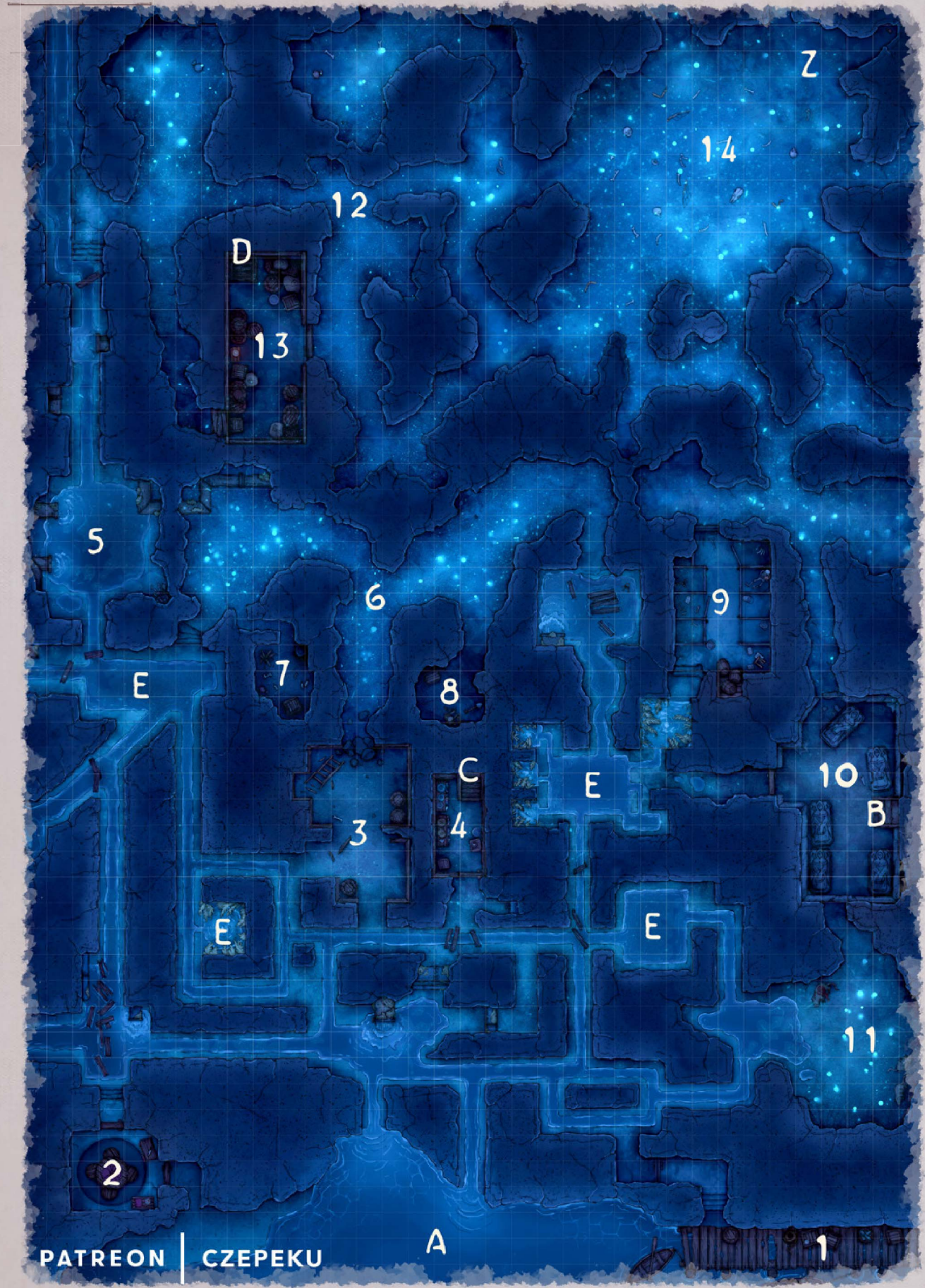
RAGING  
HENBANE



PSILOCYBIN  
KWIKITRIPIPIAE

AMANITA  
ROTGUT

THE VEILED LADY



PATREON | CZEPEKU

MAP A. ARAMACHI SEWERS

1 SQUARE = 5 FEET

The following locations are keyed to the map of Aramachi Sewers (previous page).

## 1 - SMUGGLER'S DOCK

---

Under an overhang of bedrock, a rickety pier stands on rotted timbers. Three CN **bandits**<sup>s</sup>, Milal (shrewd female halfling), Bodge (happy-go-lucky male human), and Fatakata (suspicious male gnome) are busy loading a rowboat, shuttling the contents from room 3. They are all members of the Shambling Mound gang. Though not immediately hostile, they will question the adventurers if they look to be nosing about. If asked, the bandits will tell the adventurers that mushrooms have been growing in the caves to the north and east.

**Rotting Cargo.** The gang's smuggled exotic animals (blink squirrels), as well as their tobacco, halfleaf, and rum have begun rotting. Everything is covered in thick white-grey mats of fibres. They're taking what's left upriver.

## 2 - SMUGGLER'S OFFICE

---

This surprisingly well-appointed room is occupied by Mechatik Clerk (N female urkin **bandit captain**<sup>s</sup>). Mechatik, leader of the Shambling Mound gang, is anxiously tallying the losses incurred by the rot in a report to 'The Boss'.

## 3 - SMUGGLER'S STOREROOM

---

Now mostly empty, this damp room is lined with pallets upon which stand barrels and boxes of rotting contraband. A creature can spend 30 minutes to make a **DC 15 Strength (Athletics)** check, removing all the rocks and opening the passageway to room 6 on a success.

**Encounter: Bandits.** If the bandits or their captain haven't already been encountered, they come to the room for a final check. They approach with loaded crossbows. A character that tries to explain their true purpose can make a **DC 12 Charisma (Persuasion)** check. On a success, the bandits back down and explain their plight. On a failure, the bandits attack, believing the party to be thieves, agents of the town watch, or likewise. The bandits surrender if one of their number is killed.

## 4 - SAUCERY BASEMENT

---

Through the locked door to this storage basement, a variety of alchemical scents can be discerned. The

shelves are lined with instruments, dried reagents, and books on alchemy. A successful **DC 10 Intelligence (Investigation)** check yields 50 gp of alchemical components.

**Edibles.** Four small pots are each filled with different mushrooms: *Amanita rotgut*, *Noradreno mucorales*, *Psilocybin kwikitrippiae*, and *raging henbane*. Each pot contains two portions of one type of mushroom.

## 5 - SILT TRAP

---

The floor of this room, obscured beneath the murky water, is much deeper than the rest of the sewers. A creature must succeed on a **DC 14 Dexterity saving throw** or fall beneath the surface. A creature that falls beneath the surface must succeed on a **DC 14 Constitution saving throw** or be **poisoned** by sewage for the next hour.

## 6 - FUNGAL FIELD

---

The floor of this room is lit by the dim glow of a field of tiny green-white mushrooms.

**Hazard: Infectious Spores.** When the party first enters this area, each character must make a saving throw against the Infectious Spores lair action (page 14).

**Edibles.** On a successful **DC 13 Wisdom (Perception)** check a creature spots a clump of orange *Noradreno mucorales* (see Edibles, page 9). There are two portions of this mushroom.

**Treasure: Keys.** In the pool to the east of this room, a set of keys can be spotted swirling in an unending eddy with a successful **DC 10 Wisdom (Perception)** check. They float by virtue of being tied to a piece of cork. They open the door in the north of Room 9.

## 7 - CAVE CAMP

---

A Small creature can access this room by squeezing through the narrow passageway. A **DC 14 Intelligence (Investigation)** check yields two bottles of *alchemist's fire* amongst the detritus.

## 8 - MINE

---

A human skeleton sits hunched in this dark cave. A shovel lies in one corner while planks cover a hole in the floor.

**Trap: Powdery Mildew.** A creature that examines the skeleton finds that it crumbles into dust, releasing a plume of black spores: the remnants of the plague caused by the first rot. The creature must make a **Constitution saving throw** against the DC of the lair actions (12/15/17) or take necrotic damage equal to the value in the table in lair actions (1d6/3d6/6d6) and be afflicted as by the *fungal infection* spell.

**Treasure: Hole.** In the hole is a skull covered in purple petals (the *infested cultist's skull*).

## 9 - SMUGGLER'S PENS

The bones of small animals litter these floor-to-ceiling metal cages. This is where the smugglers kept their exotic animals. A successful **DC 18 Intelligence (Medicine or Nature)** check identifies the bones as belonging to exotic animals like an arctic camel, a jackalope, and a tigerdillo. A halfling skeleton is locked in one cage.

**Trap: Powdery Mildew.** A creature that examines the halfling skeleton finds that it crumbles into dust releasing a plume of black spores; the remnants of the plague caused by the first rot. The creature must make a **Constitution saving throw** against the DC of the lair actions (12/15/17) or take necrotic damage equal to the value in the table in lair actions (1d6/3d6/6d6) and be afflicted as by the fungal infection spell.

**Treasure: Purse.** A purse can be removed from the skeleton's grasp without triggering the trap with a successful **DC 20 Dexterity (Sleight of Hand)** check. It contains a number of gold pieces equal to ten times the average player level (40/100/150 gp). On a failure, the powdery mildew trap is triggered.

## 10 - WHITE WATER CRYPT

Behind the locked western door of this crypt are five sarcophagi. The stone panels of the room are carved with depictions of water nymphs and elementals.

**Exits.** The panel to the north is heavily damaged and can be knocked down with a successful **DC 15 Strength (Athletics)** check. The panel to the south is more intact, but a successful **DC 12 Wisdom (Perception)** check allows a creature to notice air flowing under and over it; there is open space on the other side. Dealing 20 bludgeoning damage to this wall (**AC 16**) breaks it and attracts the attention of the **priest**<sup>s</sup> and four **acolytes**<sup>s</sup> in the temple above. They enter through the locked door at B to investigate the ruckus.

**Encounter: Elementals.** Opening a sarcophagus releases elementals that immediately attack. They flee if reduced to half their hit points or fewer.

### NUMBER OF ELEMENTAL ENEMIES

Adventure Level	Elementals Released
4th	2 ice mephits <sup>s</sup>
10th	1 water elemental <sup>s</sup>
15th	2 water elementals <sup>s</sup>

## 11 - RAT'S MORGUE

The fresh corpses of three giant rats, each covered in grey-white fungal mats, lie scattered around this cave. The floor is covered in pale, green-white mushrooms that shed a dim light.

**Hazard: Infectious Spores.** When the party first enters this area, each creature must make a saving throw against the Infectious Spores lair action (page 14).

**Edibles.** A successful **DC 15 Wisdom (Perception)** check allows a creature to spot a clump of black *raging henbane* (see Edibles, page 9). There are two portions of this mushroom.

**Investigation.** A successful **DC 14 Intelligence (Investigation or Nature)** check reveals that these mats directly connect with the mushrooms on the floor. As a character watches, they can see the toadstools slowly swelling, growing in size.

## 12 - FUNGAL LABYRINTH

The air within these winding caves is visibly thick with spores. The bones of cave-dwelling beasts like rats, bats, and giant gnats, form a crunchy carpet beneath the dimly glowing fungus that covers the floor.

**Hazard: Dense Infectious Spores.** When a creature first enters this area, and at the end of each minute it spends there, it must make a **Constitution saving throw** against the Infectious Spores lair action (page 14). Dealing fire or radiant in an area destroys some spores, extending the time until another saving throw must be made by 1 minute.

**Edibles.** A successful **DC 13 Wisdom (Perception)** check spots a clump of red *Amanita rotgut* (see Edibles, page 9). There is one portion of this mushroom.



### ESTIMATING TIME FOR DENSE INFECTIOUS SPORES

If you're unsure of how many saves to ask for, you can use the following rules:

**Check-based.** After a creature makes an ability check, ask each player to make a save.

**Distance-based.** For every 150 feet the party moves (they are probably moving slower than combat speed unless they explicitly state otherwise), ask each player to make a save.

### 13 - THREE-EYED FISH

The basement of the inn is filled with barrels of beer, hanging rotted meat, and sacks of rotting vegetables. The door to the east is locked, but broken panelling in the southwest corner can be pulled loose with a successful **DC 12 Strength (Athletics)** check.

**Investigation.** A **DC 14 Intelligence (Investigation)** check reveals that, although the hanging, cured meat is rotted and covered in the familiar white-grey fibres, the beer seems to be completely unharmed (it contains yeast and so is immune to the fungal rot).

### 14 - THE VEILED LADY

The fungal activity seems to concentrate in this nexus; finger-like grey-white tendrils run down the walls from the ceiling to the floor below. The floor is thick with glowing toadstools and crunchy with the bones of small, desiccated beasts. In the middle of it all stands a vaguely humanoid figure, the Veiled Lady. This is the location of wave 1 of the boss battle (see *The Battle Ahead*, page 14).





## THE BATTLE AHEAD

The upcoming battle consists of two phases. In the first, the Veiled Lady tries to distract the players while hemming them in with necrotic puffballs. It doesn't give them the option to leave, inevitably leading to a violent confrontation. Once the Veiled Lady and its swarm spawner fungi are destroyed, the floor collapses, delivering the party to the heart of the fungal colony. Here the characters face off against three guardians, the adventurers Heliana sent during the previous rot.

**Timing.** The first wave ends when all the swarm spawner fungi and the Veiled Lady (or, in the 15th-level version, the Veiled Lady in its mythic state) are destroyed. The floor then collapses and the second wave begins.

**Helping Hand.** If things are going poorly for your party, feel free to have one of the characters the party previously encountered arrive and give aid in the form of healing or healing potions. For example, Mustaf de Luge, priest of White Water Worship might be drawn by the noise while visiting the crypt and cast *mass healing word* from beyond the fields of puffball fungus. The bandits, or Tink Cha the alchemist, might throw a potion that shatters on impact, healing some of the party members for **4d4 +4**. Observing the danger, none of these individuals

are likely to stay long before retreating. These creatures might even assist the party in escaping if you choose to use the optional ending (see page 19).

## LAIR ACTIONS

The colony's hive mind is routed through its fungal heart, hidden deep in the cave system. So long as this fungal heart is alive and within its lair, it can evoke the ambient magic to take lair actions. The DCs and damage of the lair actions depend on the level at which you run the adventure.

### LEVEL-BASED LAIR ACTION STATISTICS

Adventure Level	Saving Throw DC	Attack Modifier	Damage
4th	12	+4	3 (1d6)
10th	15	+7	10 (3d6)
15th	17	+9	21 (6d6)

### GM TIP

Write down the saving throw DC, attack modifier, and damage for your adventure level so you don't have to keep flicking back and forth!

**Lair Actions.** On initiative count 20 (losing initiative ties), the fungal heart takes a lair action to cause one of the following effects:

- ♦ **Infectious Spores.** The heart chooses one creature within the lair. A variety of small mushrooms grow around it, releasing their spores and casting the spell *fungal infection* on it.
- ♦ **Mindfunk Spores.** The heart chooses one creature within the lair, shooting a spray of spore-containing acid at it from a nearby toadstool. Make a ranged weapon attack against the target. On a hit, the target takes acid damage equal to the values in the table above and must succeed on a **Wisdom saving throw** or be affected by the *dominate person* spell until the end of its next turn. The heart can't use this lair action again until it has used a different one.
- ♦ **Sprout Puffballs.** Grey-black puffballs sprout in a 10-foot square originating from a point on a surface within the lair. Each 5-foot square area of puffballs has AC 5, 1 hit point, immunity to necrotic damage, and immunity to all conditions bar petrification. The puffballs automatically fail all saving throws.

The puffballs erupt if they take any damage or a creature moves into their space, immediately destroying a 5-foot square. Each creature within 5 feet of the puffballs when they erupt must make a **Constitution saving throw**, taking necrotic damage equal to the value in the table above on a failure, or half as much damage on a success.

## WAVE 1: VEILED LADY

The Veiled Lady stands alone in the centre of a large, fungus-filled cavern. It is expecting the party and opens its arms wide when they arrive, greeting them telepathically. It communicates using images and emotions and understands the intent behind the characters' words, if not the words themselves. If using emotions and images is too tricky, feel free to use words, instead.

**It's A Trap!** For the Veiled Lady, now that the party is aware of the hyphan colony's existence, they can't be permitted to leave. It will try to talk to the party, explaining, through emotions and images, that it has made mistakes with its search for food but that it's trying to adapt. While they converse, the Veiled Lady uses its lair actions each turn to sprout puffballs behind the party. Make a **Dexter-**

**ity (Stealth)** check each 6 seconds (see the table below for the modifiers). If you roll lower than a character's passive Perception, they notice the new growths.

### PUFFBALL STEALTH MODIFIERS

Adventure Level	Dexterity (Stealth) Modifier
4th	+4
10th	+7
15th	+9

Once the party is good and hemmed in, the Veiled Lady switches to using the Infectious Spores lair action.

**Corpses.** The bodies of giant rats, bandits, and darkmantles are dotted around the periphery of the room. There are **4 corpses** in the 4th- and 10th-level versions, and **8 corpses** in the 15th-level version.

### ENEMIES

The sole enemy of the first wave is the Veiled Lady, although the mushrooms summoned by its lair actions can be targeted. The Veiled Lady is, in fact, a manifestation of the larger hyphan colony that runs through the surrounding soil and rock. When the encounter turns aggressive, Large, morel-like toadstools (swarm spawner fungi) puncture the rocky floor of the cave, their hundreds of orifices thrumming with concealed activity.

**Level 4.** At 4th level, the wave 1 combatant is:

- ♦ 1 lesser **Veiled Lady** (CR 6)
- ♦ 1 **swarm spawner fungus** (CR 0, spawning 1 CR 2 **swarm of pufflings**)

**Level 10.** At 10th level, the wave 1 combatant is:

- ♦ 1 **Veiled Lady** (CR 14, no mythic state)
- ♦ 1 **swarm spawner fungi** (CR 0, spawning ~3 CR 2 **swarm of pufflings**)

**Level 15.** At 15th level, the wave 1 combatant is:

- ♦ 1 **Veiled Lady** (CR 14, with CR 17 mythic state)
- ♦ 2 **swarm spawner fungi** (CR 0, spawning ~6 CR 2 **swarm of pufflings**)

## SWARM SPAWNER FUNGUS

The swarm spawner fungi create swarms of pufflings (see Appendix B, page 29). To help the combat be more balanced, I suggest you ignore the Recharge aspect of the Spawn Pufflings action and use the following mechanics:

- In the 4th-level version of this adventure, have it produce 1 swarm on the second round of combat, and no more until after the Veiled Lady is defeated. You can describe the toadstool as ‘vibrating dangerously’ so the party sees it as a danger!
- In the 10th-level version, run it as written.
- In the 15th-level adventures, choose half of the remaining swarm spawner fungi to recharge their Spawn Swarm action each turn.

### TACTICS

Within the colony’s long memory, the adventurers’ quest to destroy it is a recent event, and one from which it has learned much. The Veiled Lady is a tactical and insightful combatant, intent on staying alive for as long as possible, though its main motive is to prevent any characters from escaping. The result of this is that:

- It uses the Mindfunk Spores lair action as often as possible, targeting those with the lowest Wisdom saving throws.
- It uses Mycelial Reconstitution directly before its turn to avoid opportunity attacks and position itself advantageously.
- On each of its turns, it tries to bring itself within range of a corpse to take advantage of its Detritivore trait.
- It uses its movement to bring it within range of characters with low Constitution or Wisdom scores, depending on whether it has Infectious Spores or Shackles of Pain recharged, respectively.
- It uses Shackles of Pain to repeatedly target the same creature. This is usually a character with high AC and Constitution (as well as low Wisdom).
- If there is a particularly threatening melee character (such as a rogue), it uses its Hyphal Tether to restrain it.

*Swarm Spawner & Pufflings.* These plants act like walking landmines with no sense of self-preservation.

## WAVE 2: THE HEART

Shortly after the Veiled Lady and the swarm spawner fungi are destroyed, the hyphal network supporting the floor collapses, delivering the characters to the colony’s heart, and its three guardians. The guardians are the remnants of previous adventurers, the party of Gus Fushrúm (from Clue 3). The wave ends when the heart and all three guardians are defeated.

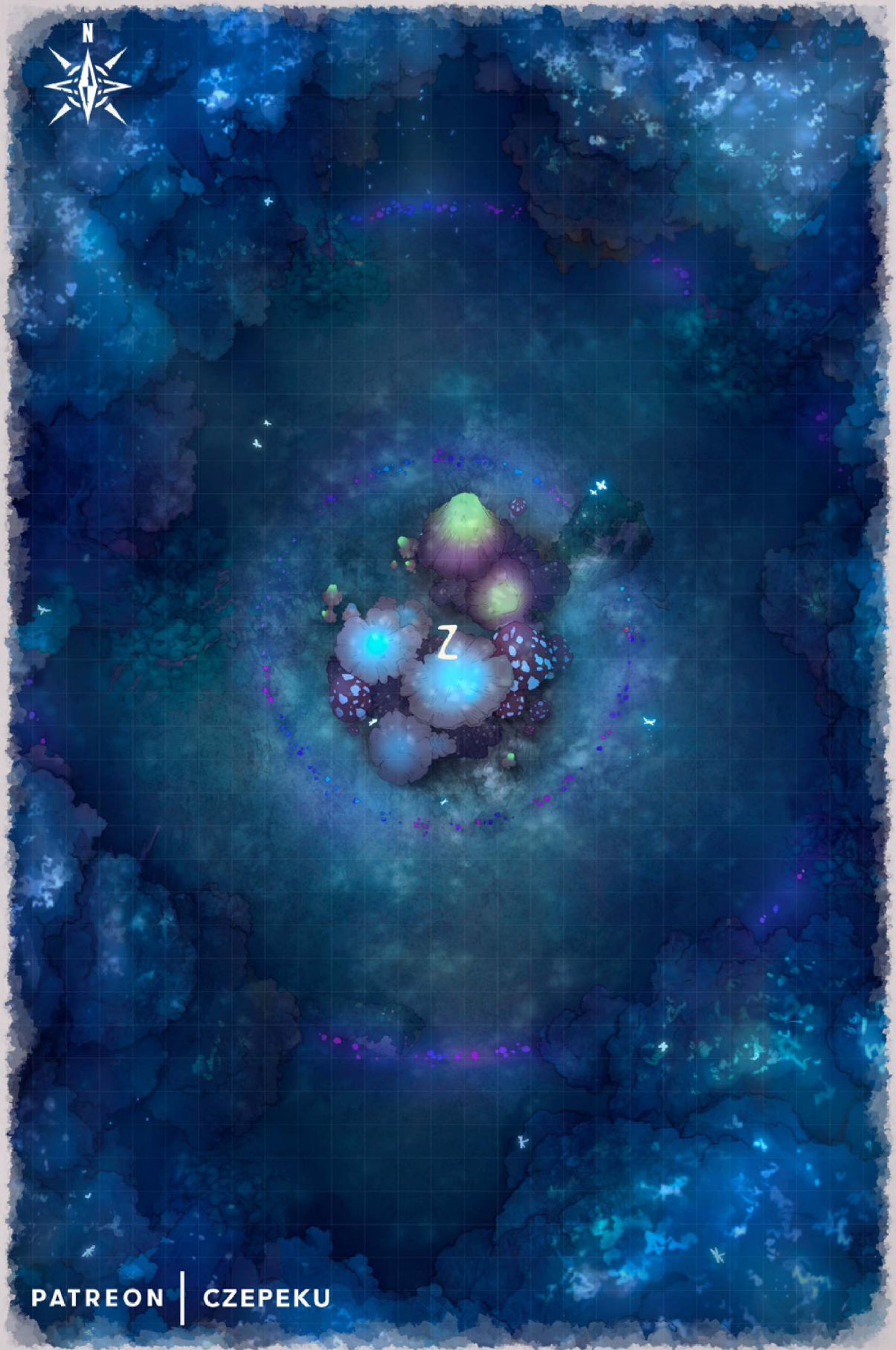
*Timing.* The 5-round delay after the last swarm spawner fungus is destroyed can lull your players into a false sense of security. They will likely have time to finish off any remaining enemies before the floor collapses. When it does so, you can read the following:

Another rumble, louder than before, is swiftly followed by the sensation of falling as the floor gives way. Tumbling through earth and rock weakened by the rapid enlargement of the hyphal network, you find yourselves spilled into a large chamber. A thousand varieties of fungus coat the walls, each glowing a unique, muted shade that bathes the chamber in dim light. In the centre of it all, a conglomeration of toadstools pulses, thick ribbons of grey-white dispersing into finger-like fibrous strands that plunge into the earth and rock.

Arranged around this central pillar are three oddly-humanoid mushroom-people: a looming behemoth with a single arm as thick as its body clutches a broken sword; a squat toadstool holds what appears to be a staff that lets forth plumes of thick black smoke; and a thin, lithe-looking creature is ringed in limbs ending in sharp, oozing points.

A creature that is flying can fly down the hole to meet with its comrades in the chamber below.

*Collapse.* When the floor suddenly collapses, have each character make a **Dexterity (Acrobatics)** check using the lair action DC (12/15/17). On a failure, a creature lands **prone**. Approximate the locations of your players on map B based on where they were when the collapse happened on map A. The points marked ‘Z’ on Map A is directly above ‘Z’ on Map B.



PATREON | CZEPEKU

MAP B. THE FUNGAL HEART

1 SQUARE = 5 FEET

**Heart.** The fungal heart has AC 5, immunity to necrotic damage and all conditions except petrification, resistance to poison damage, and vulnerability to radiant damage. It automatically fails **Dexterity saving throws** and automatically succeeds on **Strength saving throws**. It has the following different statistics depending on the level at which the adventure is run.

#### HEART DEFENSIVE STATISTICS

Adventure Level	Hit Points	Saving Throw Modifier
4th	120	+4
10th	230	+7
15th	400	+9

**Heart's Actions.** On initiative count 10 of each round (losing initiative ties), the heart takes one of the Veiled Lady's legendary actions (use the **lesser Veiled Lady** for the 4th-level adventure). If it uses Mycelial Reconstitution, the effect occurs on one of its guardians.

**Killing the Heart.** If the heart is killed, all the guardians become permanently **poisoned** and affected by effects identical to the slow spell.

#### ENEMIES

The heart's guardians assemble to defend the heart against the party. They follow the archetypes of a barbarian (brute), a sorcerer (sporeslinger), and a rogue (duskcap).

**Level 4.** At 4th level, the wave 2 combatants are:

- Fungal heart (CR 1, 4th-level version)
- **Decrepit hyphan brute** (CR 1)
- **Decrepit hyphan sporeslinger** (CR 1)
- **Decrepit hyphan duskcap** (CR 2)

**Level 10.** At 10th level, the wave 2 combatants are:

- Fungal heart (CR 6, 10th-level version)
- **Hyphan brute** (CR 6)
- **Hyphan sporeslinger** (CR 5)
- **Hyphan duskcap** (CR 5)

**Level 15.** At 15th level, the wave 2 combatants are:

- Fungal heart (CR 9, 15th-level version)
- **Vigorous hyphan brute** (CR 9)
- **Vigorous hyphan sporeslinger** (CR 8)
- **Vigorous hyphan duskcap** (CR 8)



THE HYPHAN GUARDIANS

## SHARED LEGENDARY ACTIONS.

This new mechanic auto-balances the action economy of groups of enemies throughout a combat. Instead of an individual having three legendary actions to use each round, a group of individuals shares a pool of legendary actions which can be distributed as you, the GM, see fit.

### TACTICS

The hyphal guardians are very tactically-aware combatants with no sense of self-preservation. They are part of the colony's hive mind and care only for the heart's survival and will sacrifice themselves to ensure it.

**Brute.** The brute is a juggernaut. It aims to end each of its turns next to a character that won't have a chance to move before it can use its legendary action to Smush them.

**Duskcap.** The duskcap works in partnership with the brute, targeting characters adjacent to the brute to trigger its Sneak Attack. If you use the optional flanking rule, the duskcap moves within melee range to gain advantage on its attacks. If you don't use this optional rule, it uses its bonus action to hide behind the fungal heart and gain advantage on its ranged attacks.

**Sporeslinger.** The sporeslinger doesn't have great longevity and knows it. It uses all its sorcery points as quickly as possible. It keeps its distance from player characters, using ranged cantrips and spell attacks. It uses its legendary action to make itself heavily obscured (preventing opportunity attacks) and then move away from melee combatants. If it is safe and doesn't need to move, it defers its legendary action to the brute or duskcap.

### OPTIONAL ENDING: CAVE IN

When the heart is destroyed, the lair begins collapsing. Each creature must make three ability checks, taking bludgeoning damage equal to the lair action damage (1d6/3d6/6d, page 14) on each failed check, as they try to escape the collapsing cave system. A creature that fails all three checks is buried. What ability and skill the checks use is up to each player; encourage them to be creative! Decide the DC based on how much sense the attempt makes. Alternatively, you can request the following checks:

- ♦ Climbing up the rubble to the cave system above might require a **DC 10 Strength (Athletics)** check.
- ♦ Using your senses to foresee falling chunks of earth might require a **DC 15 Wisdom (Perception)** check.
- ♦ Jumping off of falling blocks might require a **DC 20 Dexterity (Acrobatics)** check.

## AFTERMATH

If the fungal heart is destroyed, the rots ceases and the town goes on to have a meagre, though sufficient harvest.

- ♦ If the smugglers survive, they use their connections to ensure a steady supply of (slightly overpriced) food, becoming local heroes.
- ♦ The town holds a small celebration (stocked only with beer) in the characters' honour.
- ♦ If some of the mushrooms remain in the basement of Saucery, its owner, Tink Cha refines them into potions that have the same effects, but don't go off if not consumed within the hour.
- ♦ L'Arsene approaches the party about a potential heist (see L'Arsène's Ludicrous Larceny, a free digital adventure). [QR Code].



# TREASURE

Within the thick, fungal webbing is the remnants of the adventurer's gear. The mundane stuff has rotted away leaving only unreactive, metal scraps and a single magic item: the *overgrown barkshield*.

## FUNGAL HEART'S TREASURE HOARD

Adventure Level	Coinage	Overgrown Barkshield Rarity
4	2d6 x 500 sp 6d6 x 50 gp	Uncommon
10	5d6 x 200 gp 1d6 x 10 pp	Rare
15	5d6 x 300 gp 1d6 x 20 pp	Very rare

## CRAFTING

For the sake of this standalone hunt, you can use the following, abridged crafting rules. The players can bring the harvested components to L'Arsène in the Loot Tavern, or another crafting master, buy the *essence* (*frail*, 750 gp; *fair*, 3,000 gp; *potent*, 7,500 gp), and pay the crafting cost. Components from the Huge hyphal heart/Veiled Lady can be sold for 20 times their component DC, and *essence* can be sold for half the list purchase cost.

## FUNGAL HEART'S CRAFTABLE ITEMS

Item Name	Item Type	Rarity	Attunement	Magical Components	Essence	Crafting Cost
<i>Longspike</i>	Weapon (rapier)	Uncommon	Optional	2 phials of sap, pouch of fungal scales	—	500 gp
		Rare			<i>Frail</i>	2,000 gp
<i>Mycelial Cloak</i>	Wondrous item	Rare	Required	Fungal membrane, pouch of hyphae	<i>Frail</i>	2,000 gp
<i>Painblinder Mycaxe</i>	Weapon (any axe)	Uncommon	—	Pouch of hyphae, spore-filled gills	—	250 gp
		Rare			<i>Frail</i>	1,000 gp
<i>Ring of Fungal Symbiosis</i>	Ring	Uncommon	Optional	Pouch of spores, pouch of fungal scales	—	500 gp
		Very rare			<i>Fair</i>	4,000 gp
<i>Sporespreader</i>	Rod/Staff/Wand	Uncommon	Required	Pouch of hyphae, spore-filled gills,	—	500 gp
		Rare			<i>Frail</i>	2,000 gp

## HARVEST

The fungal heart and the Veiled Lady are one and the same; treat them as a single Huge creature. The following unique components can be harvested. One of the *lady's veils* has been perfectly severed and can be harvested with a DC of 0 (but still requiring harvesting supplies).

## FUNGAL HEART'S HARVEST

Component DC	Components
5	Phial of sap (∞)
10	Pouch of hyphae (∞)
15	Pouch of spores (∞), Lady's Veil (up to 3)
20	Pouch of fungal scales (up to 3), Spore-filled gills (up to 3)
25	Fungal membrane <sup>v</sup> , Essence*

\*Level 4 adventure (CR 6): *frail essence*; level 10 adventure (CR 14): *fair essence*; level 15 adventure (CR 17): *potent essence*.

**Crafting Time.** The amount of time to craft a magic item depends on its rarity. Uncommon items take 8 working hours to craft, rare items 24 hours, very rare items 96 hours, and legendary items 240 working hours. An NPC typically works 8 hours per day, but can be incited to work 12 hours per day if offered an additional 50% of the crafting cost as an overtime rate.

# APPENDIX A - MAGIC ITEMS

## SOCKETING

One of the familiar gaming concepts *Heliana's Guide* introduces to 5e is socketing. Charms, runes, and other socketable wondrous items enhance weapons, armour, and items that you wear. A creature with proficiency in any of the following tools can take 1 hour to attach a socketable item to a host weapon or worn item in such a way as to confer its benefits to the bearer of that item:

- Carpenter's tools;
- Smith's tools;
- Cobbler's tools;
- Tinker's tools;
- Glassblower's tools;
- Weaver's tools;
- Leatherworker's tools;
- Woodcarver's tools.

**Sockets.** Items have a number of slots based on their rarity. Common, uncommon, and artifact level items have no slots:

- **Rare:** 1 slot;
- **Very rare:** 2 slots;
- **Legendary:** 3 slots.

**Attunement.** Socketable items specify whether the items they're slotted on must be attunable or not. If a socketable item marked as 'attunable' is slotted onto a magic item that doesn't require attunement, the item gains the 'Optional Attunement' property (see "New Attunement Options", below). The benefits of the slotted item are gained only while attuned to that host item.

**Removal.** A creature can make a **DC 10 Dexterity** or **Intelligence** check using proficiency in any of the above tools to try and safely remove a socketable item. On a success, the socketable item is removed and can be reused. On a failure, the socketable item is broken during removal and can no longer be used.

## NEW ATTUNEMENT OPTIONS

Some items in *Heliana's Guide* have two new types of attunement: optional and enhanced.

**Optional.** Properties described as being 'Optional Attunement' or 'OA' grant their benefits only when a character attunes to the item. Any other properties the item has (i.e. those not marked 'OA') are granted to the item's user even if they aren't attuned.

**Enhanced.** Items with the enhanced attunement property have additional magical features that can

be unlocked. Usually, this requires the player to fulfill a pre-requisite, such as the completion of a task, or, more simply, accepting some downsides associated with the enhancement. Working the pre-requisite into your campaign can add depth to your world and provides a cost that offsets the significant power increase enhancement can afford.

## NEW MAGIC ITEMS

### INFESTED CULTIST'S SKULL

*Wondrous item, uncommon*

This humanoid skull is infested by a parasitic purple plant from an unknown plane. The longer you stare, the more you could swear that the petals sway in response to an unseen wind.

The skull contains **7 petals**. While holding it, you can use an action to pluck a petal to cast the *guiding bolt* spell (+5 to hit), dealing necrotic damage instead of radiant. The skull regrows **1d4** plucked petals daily at dawn. If you pluck the last petal, the skull crumbles to dust and is destroyed.

**Curse.** This skull is cursed, and plucking 3 or more petals in a day extends this curse to you. Until the curse is broken with *remove curse* or similar magic, you are unwilling to part with the skull, keeping it within reach at all times.



INFESTED  
CULTIST'S SKULL



While cursed, whenever you finish a long rest, a black petal grows on your head. These black petals cannot be removed physically, and any attempt to do so causes you to take **2d6** necrotic damage. If you travel to a different plane while cursed, you grow a further **1d4** black petals.

When the seventh petal has grown on your skull, you die and your body turns to dust, except your skull which becomes a new *infested cultist skull*. If the curse is removed, the petals on your head and the *infested cultist skull* are destroyed and crumble to dust.

---

**Very rare variant:** Replace guiding bolt with *blight* (save DC 16).

## LADY'S VEIL

*Wondrous item, common (socketable, attunable)*

This fine-meshed shroud can be socketed on any worn headgear or armour, such as a helmet, cloak, breastplate, or crown. Looking through the mesh, an attuned wearer can detect corpses and creatures ripe for decomposition.

As an action, you can open your awareness to magically detect corpses and undead. Until the end of your next turn, you know the location of any corpse or undead creature within **60 feet** of you that isn't behind total cover and that isn't protected from divination magic. This sense doesn't tell you anything about a creature's capabilities or identity. After you activate this property, you can't do so again until the following dawn.



LADY'S  
VEIL

## LONGSPIKE

Weapon (rapier), uncommon (optional attunement)

The longspike grants its user the ability to strike from afar, without resorting to the use of unwieldy polearms. When grasped with force, the long, narrow blade extends, increasing the reach of its wielder's thrust, and can implant a rapidly-growing net of hyphal tethers that can bind and constrict a foe.

**Hyphal Stretch.** On your turn, you can squeeze the *longspike* (no action required), causing it to lengthen and increasing the reach of melee attacks you make with it by **5 feet** until the end of your turn.

**Optional Attunement.** You can choose to attune to this weapon, causing it to gain the Hyphal Grasp property for the duration that you remain attuned to it.

**OA: Hyphal Grasp.** As a bonus action while holding the rapier, you can speak its command word to cause writhing hyphal filaments to grow from it. The next time you hit a creature with a weapon attack using *longspike* within the next minute, the target must succeed on a **DC 13 Strength saving throw** or be **restrained** by the magical hyphae for 1 minute. An affected creature can use an action to repeat the saving throw at the end of each of its turns, ending the effect on a success. After you activate this property, roll a **d6**. On a **1-2** you can't activate this property again until the following dawn.

**Very rare variant:** Increase Hyphal Grasp's **DC** to **16**. You have a **+2 bonus** to attack and damage rolls you make with this magic weapon. While attuned to this weapon it gains the Hyphal Parasite property.

**Hyphal Parasite.** When you hit a creature with this weapon you can force it to make a **DC 16 Constitution saving throw** as a bonus action. On a failure, the creature becomes afflicted by the *fungal infection* spell\* (no concentration required). After you cause a creature to make this saving throw, roll a **d6**. On a **1-2** you can't activate this property again until the following dawn.

\*See Appendix B



LONGSPIKE

## MYCELIAL CLOAK

*Wondrous item, rare (requires attunement)*

This hearty-scented cape is knitted from microscopic threads of autumn-hued mycelia. With alarming rapidity, the hyphae can drain a corpse, leaving it an emaciated husk and restoring its wearer to robust, good health.

**Detritivore.** As a bonus action you can target one Small or larger corpse or one small or larger creature with **0** hit points you can see within **15 feet** of you, causing your mycelia to burrow over to it and rapidly drain it of nutrients. If the target is alive it must succeed on a **DC 15 Constitution saving throw** or fail a death saving throw. Undead have **disadvantage** on this saving throw. On a failure, or if the target is a corpse, you regain **6d6** hit points. After you activate this feature, you can't do so again until you finish a short or long rest.

**Mycelial Deconstruction.** As an action you can wrap the cloak around yourself, causing your body and all the items you are wearing or holding to dissolve into thousands of mycelial threads. You gain a burrowing speed equal to your walking speed, you can burrow through nonmagical unworked earth and stone, and you don't disturb the material you move through.

While in this form you can pass through any microscopic gap large enough for a fungal hypha; have resistance to bludgeoning, piercing and slashing damage; and can't talk, manipulate objects, cast spells, or attack. You can reform in an unoccupied space as an action. After you activate this feature, you can't do so again until you finish a short or long rest.



MYCELIAL CLOAK

## OVERGROWN BARKSHIELD

Armor (shield), uncommon (requires attunement)

This crude shield made of bark and wood teems with life as if it were still part of a tree. The smell of sap and various fragrant flowers perfumes the air around you.

**Bark Armour.** As an action, you can place the shield on your torso and speak the command word causing the wood and vines to wrap around your figure. For one hour, or until you end this effect as an action, you are unable to hold a shield and you gain the following benefits:

- You gain **1d8** temporary hit points
- You gain the benefits of the *barkskin* spell (no concentration required).
- You have **advantage** on saving throws made to resist being poisoned.

When this effect ends, the barkshield falls from its place on your torso, fading to a lifeless shade of grey. This property can't be used again until you finish a long rest, when the shield blooms with life once more.

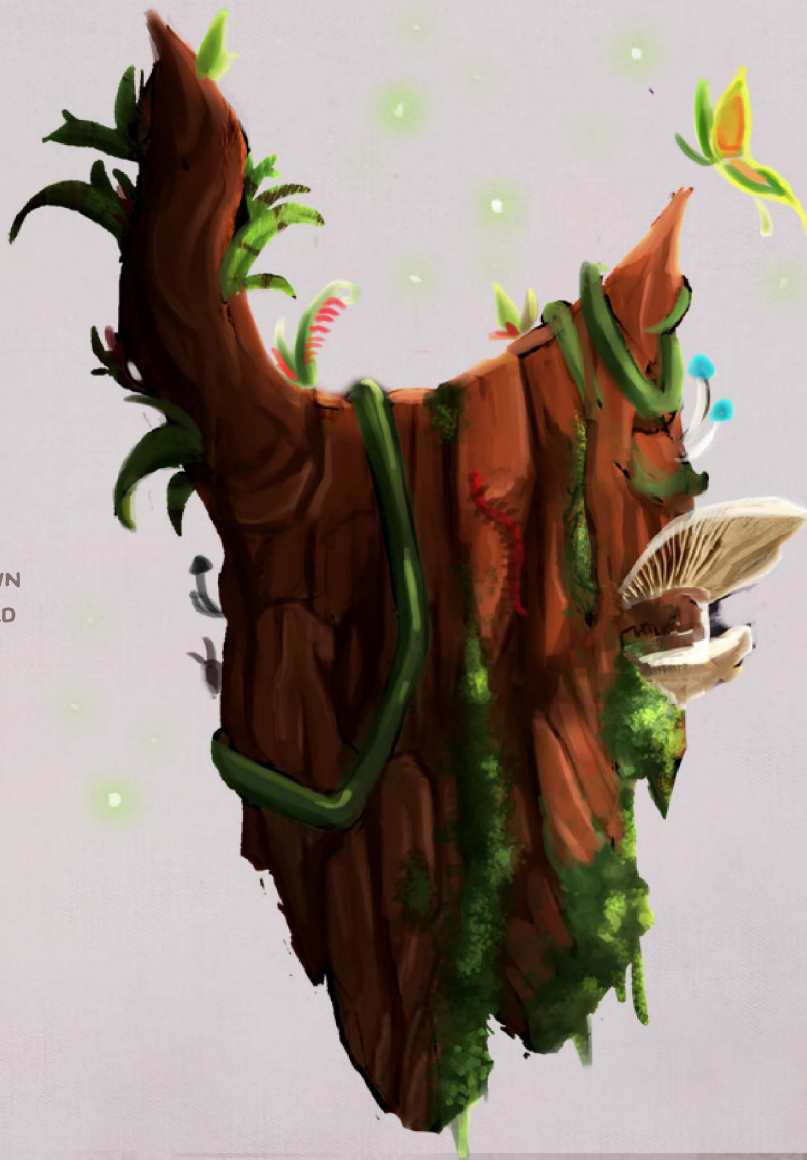
**Vines and Thorns.** While attuned to this shield, you can use an action to animate one of the shields' thorny vines. Make a melee weapon attack (+5 to hit) against one target within **30 feet** of you. On a hit, the target takes **2d6** piercing damage and, if the target is a Large or smaller creature, or an object then weighs less than **500** pounds, you pull it up to **10 feet** closer to you.

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**Rare variant:** Increase Bark Armour's temporary hit points to **3d8**, and Vines and Thorns' attack modifier to +7, and damage to **3d6**.

**Very rare variant:** Increase Bark Armour's temporary hit points to **5d8**, and Vines and Thorns' attack modifier to +8, and damage to **4d6**.

OVERGROWN  
BARKSHIELD



## PAINBLINDER MYCAXE

Weapon (any axe), uncommon

The wood and iron of this once-pristine axe has been utterly devoured and replaced by a variety of fruiting fungi. Gills funnel the axe's blade, holding millions of spores in biomantic suspension, ready to unleash their pain-inhibiting effects when inhaled.

**Painblind Spores.** As a bonus action while you hold this axe, you can inhale its spores, numbing your extremities and stimulating muscle recruitment. Until the start of your next turn, melee weapon attacks you make with this weapon have a **+2 bonus** to damage rolls and you have **resistance** to bludgeoning, piercing, and slashing damage.

If you use your bonus action to inhale more spores at the beginning of your next turn, the effects continue without interruption. You can prolong the effects in this manner for up to **1 minute**, after which the effects end. When the effects end, you become **poisoned** for a number of minutes equal to ten times the number of rounds you were under the influence of the spores. Once you have benefitted from the Painblind Spores, you can't benefit from them again until after you finish a long rest.

**Rare variant:** Increase the bonus to +3. While under the influence of the Painblind Spores, you have **advantage** on **Strength** and **Constitution** checks as well as **Strength** and **Constitution saving throws**. You can benefit from these spores once per short or long rest.



PAINBLINDER  
MYCAXE

## RING OF FUNGAL SYMBIOSIS

Ring, uncommon (optional attunement)

Parasite or symbiote, the exact classification of this loop of living fungus is up for debate. When worn for an extended period, the ring co-opts its host, producing an assortment of fruiting fungal bodies each day. Whether those are of benefit or not is entirely up to how they're used.

Whenever you finish a long rest during which you wear this ring, you find a selection of toadstools have grown on the limb that sports this ring. Roll a **d4** twice and consult the table below to determine which two mushrooms have grown.

- **Boomshroom.** As an action a creature can throw this volatile mushroom at a point it can see within **60 feet** of it, where it explodes in a **10-foot-radius sphere**. Each creature in the area must make a **DC 13 Dexterity saving throw**, taking **4d6** fire damage on a failed save, or half as much damage on a successful one. The fire ignites flammable objects in the area that aren't being worn or carried.
- **Bloomshroom.** As an action a creature can eat this mushroom, regaining **2d4 + 2** hit points and gaining advantage on all **Constitution saving throws** for **1 minute**.
- **Doomshroom.** As an action a creature can throw this dusky mushroom at a point it can see within **60 feet** of it, where it explodes in a **10-foot-radius sphere** of purple spores. Each creature in the area must succeed on a **DC 13 Constitution saving throw** or become afflicted by the *bane* spell for **1 minute**. An affected creature can repeat the saving throw at the end of each of its turns, ending the effect for it on a success.
- **Gloomshroom.** As an action a creature can eat this mushroom. For the next hour, it gains darkvision out to a range of **60 feet**. If it already has darkvision, the range of this vision is extended by **30 feet**.

The mushrooms last on your arm until you next finish a long rest, but lose all magical effects after 10 minutes after they are plucked. You can pluck a mushroom as part of the action to use it.

**Optional Attunement.** You can choose to attune to this item. While attuned, you can roll the **d4** to determine which mushrooms grow four times instead of twice.



RING OF FUNGAL SYMBIOSIS

**Very rare variant:** Increase all **DCs** to **16**.

When determining which mushrooms grow on your limb, increase the **d4** to a **d6** and add the following options:

- **Zoomshroom.** As an action a creature can eat this mushroom, gaining the benefits of the *haste* spell for **1 minute**. At the start of each of the affected creature's turns, roll a **d6**. On a **1**, the effect ends and the wave of lethargy described in the spell sweeps over it.
- **Rheumshroom.** As an action, a creature can throw this sticky mushroom at a point it can see within **60 feet** of it, where it explodes in a **10-foot-radius sphere** of arthritis-inducing spores. Each creature in the area must succeed on a **DC 16 Constitution saving throw** or suffer the effects of the *slow* spell for **1 minute**. An affected creature can repeat the saving throw at the end of each of its turns, ending the effect for it on a success.

In addition, while a creature is attuned to the ring, it gains the Fungal Plating property:

**OA: Fungal Plating.** When you finish a long rest while wearing the ring, hard sheets of organic mycoprotein cover your body. You gain the benefits of the *barkskin* spell for the next **24 hours** (no concentration required). While this magical effect persists, you gain **5** temporary hit points at the start of each of your turns.

## SPORESREADER

Staff, rod, or wand, uncommon (requires attunement by a spellcaster)

Used as a magical focus of the more human-oid-esque, 'customer-facing' hyphan colonists, sporespreaders are enchanted to facilitate the calming and assimilation of would-be interlopers. The magic in these foci can poison foes with infectious spores, or generate obscuring thick black clouds to allow their wielders to flee dangerous situations.

This focus has **7 charges** and regains **1d4 + 3** charges daily at dawn. While holding the sporespreader, you can use an action to expend some of its charges to cast one of the following spells from it, using **your spell save DC** and spellcasting ability:

- *Charm person* (1 charge)
- *Calm emotions* (2 charges)

You can also cast the *spore cloud*\* and *smoke-screen*\* cantrips from the focus without using any charges.

**Rare variant:** Increase the number of charges to **10** and the recharge to **1d6 + 4**. Add the following spells to the list of options:

- *Enrage*\* (2 charges)
- *Mortiferous pulse* (2 charges)
- *Charm people* (3 charges)

\*See Appendix B



SPORESREADER

# APPENDIX B - SPELLS

## CHARM PEOPLE

*3rd-level enchantment*

**Casting Time:** 1 action

**Range:** 90 feet (20-foot-radius sphere)

**Components:** V, S, M (perfume)

**Duration:** Concentration, up to 10 minutes

**Mechanism:** Utility; **Wis save**

**Class:** Bard, Druid, Sorcerer, Warlock, Wizard

You attempt to charm a group of people. Up to six humanoids of your choice in a **20-foot-radius sphere** centered on a point you choose within range must make a **Wisdom saving throw**. If a creature fails the saving throw, it is **charmed** by you until the spell ends or until you or your companions do anything harmful to it. The charmed creatures regard you as a friendly acquaintance. When the spell ends, a creature knows it was charmed by you.

## CORRUPTING ICHOR

*1st-level necromancy*

**Casting Time:** 1 action

**Range:** 60 feet

**Components:** S, M (some phlegm)

**Duration:** Instantaneous

**Mechanism:** Damage; RSA

**Classes:** Druid, Sorcerer, Warlock, Wizard

You spit a globule of phlegm at one creature within range. Make a ranged spell attack against the target. On a hit, the target takes **2d8** necrotic damage immediately and **1d8** necrotic damage at the end of its next turn.

**At Higher Levels.** When you cast this spell using a spell slot of 2nd level or higher, the damage at the end of the target's next turn increases by **1d8** for each slot level above 1st.

## FUNGAL INFECTION

*3rd-level biomancy\* (\*can be replaced with necromancy)*

**Casting Time:** 1 action

**Range:** 120 feet

**Components:** V, S, M (a mushroom)

**Duration:** Concentration, up to 1 minute

**Mechanism:** Debuff; **Wis save**

**Classes:** Druid, Warlock, Wizard

With an exhalation, fungal spores waft their way towards a creature you can see within range. The creature must succeed on a **Constitution saving throw** or become **cursed** until the spell ends.

When you cast the spell, and as a bonus action at the start of each of your turns for the spell's duration, you can choose one of the following fungi to grow on the cursed creature.

- ♦ **Amanita Rotgut.** The creature immediately takes **2d6** poison damage and becomes **poisoned**. While poisoned in this way, the creature takes **2d6** poison damage at the end of each of its subsequent turns.
- ♦ **Necrotising Zygomycosis.** The creature immediately takes **2d8** necrotic damage, and takes **2d8** necrotic damage at the start of each of its turns.
- ♦ **Psilocybin.** The creature begins tripping and is under the effects of the *confusion* spell.
- ♦ **Paralysing Mucorales.** At the end of each of the creature's turns (including the one when the mushrooms trigger), it becomes **paralysed** until the start of its next turn.
- ♦ **Raging Henbane.** The creature becomes **charmed** by you and must use its reaction at the start of each of its turns to make one weapon attack against a randomly determined creature within its reach/range other than you.
- ♦ **Veiled Lady.** The creature's vision darkens to a pinhole; the creature has **disadvantage** on Dexterity saving throws and ranged attacks have **advantage** against the creature.

A creature can only be simultaneously affected by each type of mushroom once (i.e. the poison damage from Amanita Rotgut doesn't stack). An affected creature can repeat the saving throw at the end of each of its turns, after the effects of this spell have triggered, ending all effects on itself on a success.

**At Higher Levels.** When you cast this spell using a spell slot of 4th level or higher, the damage of Amanita Rotgut and Necrotising Zygomycosis increases by **1d6** and **1d8**, respectively, for each slot level above third. When you cast this spell using a spell slot of 6th level or higher, you can choose two fungi to grow on an affected target instead of one.



## LUNGBURST

6th-level biomancy\* (\*can be replaced with evocation)

**Casting Time:** 1 action

**Range:** 90 feet

**Components:** V, S

**Duration:** Instantaneous

**Mechanism:** Damage ☞ Debuff; **Con save**

**Class:** Sorcerer, Warlock, Wizard

You cause rapid and unpredictable changes in the internal air pressure of a creature you can see, rupturing its breathing apparatus. The creature must make a **Constitution saving throw**. A creature that is holding its breath makes this saving throw with **disadvantage**. On a failure, a creature takes **7d6** thunder damage, **7d6** necrotic damage, and immediately begins suffocating. It continues suffocating until it succeeds on the **Constitution saving throw**, which it can repeat at the end of each of its turns. On a success a creature takes half as much damage and does not begin suffocating.

A creature that does not need to breathe is immune to the effects of this spell. A *greater restoration*, *heal*, or *wish* spell can restore a creature's ability to breathe, and end its suffocation.

**At Higher Levels.** When you cast this spell using a slot of 7th level or higher, the thunder and necrotic damage both increase by **1d6** for each slot level above 6th.

## MORTIFEROUS PULSE

2nd-level biomancy\* (\*can be replaced with necromancy)

**Casting Time:** 1 action

**Range:** Self (50-foot line)

**Components:** V, S, M (a dead animal)

**Duration:** Instantaneous

**Mechanism:** Damage; **Dex save**

**Classes:** Bard, Druid, Warlock

You summon a bolt of negative energy to stimulate and transmit necrotic pathogens into those that stand before you, decaying their internal viscera. Each creature in a line **50 feet** long and **5 feet** wide extending from you must make a **Dexterity saving throw**, taking **3d8** necrotic damage on a failed save, or half as much damage on a successful one.

**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.

## SMOKESCREEN

Conjuration cantrip

**Casting Time:** 1 bonus action

**Range:** Self (5-foot-radius, 10-foot-high cylinder)

**Components:** V, S, M (a puffball mushroom)

**Duration:** Concentration, up to 1 turn

**Mechanism:** Buff

**Class:** Artificer, Druid, Ranger, Sorcerer, Tamer, Wizard

Your spew a thick cloud dense black smoke that forms a **5-foot radius, 10-foot-high column** that moves with you, centred on you until the start of your next turn. The smoke heavily obscures its area.

### SIGHT AND OPPORTUNITY ATTACKS

Opportunity attacks are only triggered when a creature you can see moves out of the reach of one of your currently equipped melee weapons.

With the Smokescreen property, you might not be able to see the creature until after it leaves you reach, so no opportunity attacks are triggered!

## SPORE CLOUD

Biomancy\* cantrip (\*can be replaced with conjuration)

**Casting Time:** 1 action

**Range:** Self (5-foot radius)

**Components:** V, S, M (a toadstool)

**Duration:** Instantaneous

**Mechanism:** Damage ☞ Debuff; **Con save**

**Class:** Druid, Sorcerer, Warlock, Wizard

You produce a cloud of virulent spores. Each other creature within **5 feet** of you must succeed on a **Constitution saving throw** or take **1d6** poison damage. A creature that fails the saving throw by **5 or more** is **poisoned** until the end of its next turn.

The spell's damage increases by **1d6** when you reach 5th level (**2d6**), 11th level (**3d6**), and 17th level (**4d6**).

# APPENDIX C - CREATURES

## DECREPIT HYPHAN BRUTE

Large plant (hyphan), lawful neutral

**Armour Class** 14 (unarmoured defence)

**Hit Points** 51 (6d10 + 18)

**Speed** 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	17 (+3)	8 (-1)	10 (+0)	9 (-1)

**Skills** Athletic +5

**Damage Immunities** necrotic

**Condition Immunities** charmed

**Senses** darkvision 120 ft., passive Perception 10

**Languages** —

**Challenge** 2 (450 XP)

**Grounded.** The brute has **advantage** on ability checks and saving throws made to prevent it being moved against its will.

**Reckless.** At the start of its turn, the brute can gain **advantage** on all melee weapon attack rolls during that turn, but attack rolls against it have **advantage** until the start of its next turn.

**Sun Sickness.** While in sunlight, or if it takes **5** or more radiant damage in a single turn, the brute has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The brute dies if it spends more than **1 hour** in direct sunlight.

### ACTIONS

**Broken Sword.** *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 8 (2d4 + 3) slashing damage.

### LEGENDARY ACTIONS

The fungal guardians (brute, duskcap, and sporeslinger) can take 3 legendary actions between them, with the brute choosing from the options below. Only one legendary action can be used at a time, and only at the end of another creature's turn. The fungal guardians regain spent legendary actions at the start of the turn of the guardian with the highest initiative.

**Smush.** The brute moves up to **5 feet** and can occupy the space of a creature 1 or more sizes smaller than it. A creature whose space it enters must make a **DC 13 Strength saving throw**. On a failure, the creature takes 9 (2d8) bludgeoning damage and is knocked **prone**. On a success, the creature takes half as much damage and pushes the brute back to the space from which it moved. While the brute occupies the space of a creature it knocked prone in this way, the creature is grappled (**escape DC 13**). Until this grapple ends, it is **restrained**.

**Rampage (Costs 2 Actions).** The brute moves up to its speed and can move through the spaces of creature 1 or more sizes smaller than it. Each creature whose space it moves through must make a **DC 13 Strength saving throw**, taking 9 (2d8) bludgeoning damage and being knocked **prone** on a failure, or taking half as much damage and not being knocked prone on a success. A creature can be affected by this action no more than once per turn.

## HYPHANS

Sharing a closer genealogy with the common toadstool than with any of the humanoid races, hyphans is the term used for the alien, fungal hive-mind and the creatures it animates. Found underground, hyphans line vast subterranean caverns as stationary toadstools, penetrate tremendous expanses of rock and soil as microscopic mycelia, and infect the bodies of creatures. This latter form, though least common, permits hyphans to interact with other creatures of The Low, as well as providing defensive measures in response to incursions by greedy adventurers. All such creatures are part of a single entity, the hyphan colony. Any sensation one portion of the colony experiences, the rest of the colony comes to know about soon after.

**Co-opted Assistance.** A hyphan hive mind typically adapts an infected creature's body into one of three archetypes: the brute, duskcap, or sporeslinger. These individuals must regularly return to the heart of their colony to be replenished and regain their vigour, less they become decrepit, desiccated husks.



HYPHAN  
BRUTE

## HYPHAN BRUTE

Large plant (hyphan), lawful neutral

**Armour Class** 17 (unarmoured defence)

**Hit Points** 126 (12d10 + 60)

**Speed** 40 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	14 (+2)	20 (+5)	8 (-1)	10 (+0)	9 (-1)

**Skills** Athletic +7

**Damage Immunities** necrotic

**Condition Immunities** charmed

**Senses** darkvision 120 ft., passive Perception 10

**Languages** —

**Challenge** 6 (2,300 XP)

**Grounded.** The brute has **advantage** on ability checks and saving throws made to prevent it being moved against its will.

**Reckless.** At the start of its turn, the brute can gain **advantage** on all melee weapon attack rolls during that turn, but attack rolls against it have **advantage** until the start of its next turn.

**Sun Sickness.** While in sunlight, or if it takes **10** or more radiant damage in a single turn, the brute has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The brute dies if it spends more than **1 hour** in direct sunlight.

### ACTIONS

**Multiattack.** The brute makes two attacks.

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

### LEGENDARY ACTIONS

The fungal guardians (brute, duskcap, and sporeslinger) can take 3 legendary actions between them, with the brute choosing from the options below. Only one legendary action can be used at a time, and only at the end of another creature's turn. The fungal guardians regain spent legendary actions at the start of the turn of the guardian with the highest initiative.

**Smush.** The brute moves up to **5 feet** and can occupy the space of a creature 1 or more sizes smaller than it. A creature whose space it enters must make a **DC 15 Strength saving throw**. On a failure, the creature takes 13 (**3d8**) bludgeoning damage and is knocked **prone**. On a success, the creature takes half as much damage and pushes the brute back to the space from which it moved. While the brute occupies the space of a creature it knocked prone in this way, the creature is grappled (**escape DC 15**). Until this grapple ends, it is **restrained**.

**Rampage (Costs 2 Actions).** The brute moves up to its speed and can move through the spaces of creature 1 or more sizes smaller than it. Each creature whose space it moves through must make a **DC 15 Strength saving throw**, taking 13 (**3d8**) bludgeoning damage and being knocked **prone** on a failure, or taking half as much damage and not being knocked prone on a success. A creature can be affected by this action no more than once per turn.

## VIGOROUS HYPHAN BRUTE

Large plant (hyphan), lawful neutral

**Armour Class** 18 (unarmoured defence)

**Hit Points** 172 (15d10 + 90)

**Speed** 40 ft.

STR	DEX	CON	INT	WIS	CHA
21 (+5)	15 (+2)	22 (+6)	8 (-1)	10 (+0)	9 (-1)

**Skills** Athletic +9

**Damage Immunities** necrotic

**Condition Immunities** charmed

**Senses** darkvision 120 ft., passive Perception 10

**Languages** —

**Challenge** 9 (5,000 XP)

**Grounded.** The brute has **advantage** on ability checks and saving throws made to prevent it being moved against its will.

**Reckless.** At the start of its turn, the brute can gain **advantage** on all melee weapon attack rolls during that turn, but attack rolls against it have **advantage** until the start of its next turn.

**Sun Sickness.** While in sunlight, or if it takes **15** or more radiant damage in a single turn, the brute has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The brute dies if it spends more than **1 hour** in direct sunlight.

### ACTIONS

**Multiattack.** The brute makes two attacks.

**Broken Sword.** *Melee Weapon Attack:* **+9** to hit, reach 5 ft., one target. *Hit:* 14 (**2d8 + 5**) slashing damage.

### LEGENDARY ACTIONS

The fungal guardians (brute, duskcap, and sporeslinger) can take 3 legendary actions between them, with the brute choosing from the options below. Only one legendary action can be used at a time, and only at the end of another creature's turn. The fungal guardians regain spent legendary actions at the start of the turn of the guardian with the highest initiative.

**Smush.** The brute moves up to **5 feet** and can occupy the space of a creature 1 or more sizes smaller than it. A creature whose space it enters must make a **DC 17 Strength saving throw**. On a failure, the creature takes 18 (**4d8**) bludgeoning damage and is knocked **prone**. On a success, the creature takes half as much damage and pushes the brute back to the space from which it moved. While the brute occupies the space of a creature it knocked prone in this way, the creature is grappled (**escape DC 17**). Until this grapple ends, it is **restrained**.

**Rampage (Costs 2 Actions).** The brute moves up to its speed and can move through the spaces of creature 1 or more sizes smaller than it. Each creature whose space it moves through must make a **DC 17 Strength saving throw**, taking 18 (**4d8**) bludgeoning damage and being knocked **prone** on a failure, or taking half as much damage and not being knocked prone on a success. A creature can be affected by this action no more than once per turn.

## HYPHAN BRUTE

Strong and burly creatures will be formed into brutes. Used for clearing rockfalls and to intimidate interlopers in a hyphans domain, these large specimens size can often act as an impediment in the tight tunnels of The Low. On the battlefield, brutes act as juggernauts, sending ranks of foes to the floor, perfect targets for their smaller cousins, the duskcaps. Their bulk and toughness allows them to fight without any sense of self preservation as they rampage through the enemy lines

## HYPHAN DUSKCAP

Lithe, gracefule, or otherwise agile creatures can expect to become duskcaps if they should find themselves overcome by a hyphan colony's grasp. Primarily information gatherers, duskcaps are adept at passing without notice, and often patrol a colony's periphery, acting as its eyes and ears.

**Brainless Senses.** An isolated duskcap—indeed any isolated hyphan—does not possess the ability to understand what it hears; it is the fungal hive mind that interprets those sounds. While a duskcap is within range of a colony's communication spores, this interpretation happens instantaneously. However, if a duskcap should range beyond these spores, it will record everything it hears to be transmitted, with unfailing accuracy, to the hive mind upon its return.



HYPHAN  
DUSKCAP

## DECREPIT HYPHAN DUSKCAP

*Medium plant (hyphan), lawful neutral*

**Armour Class** 13

**Hit Points** 33 (6d8 + 6)

**Speed** 35 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	16 (+3)	12 (+1)	10 (+0)	13 (+1)	11 (+0)

**Skills** Stealth +5, Perception +3

**Damage Immunities** necrotic

**Condition Immunities** charmed

**Senses** darkvision 120 ft., passive Perception 13

**Languages** —

**Challenge** 2 (450 XP)

**Cunning Action.** The duskcap can take a bonus action on each of its turns in combat. This action can be used only to take the Dash, Disengage, or Hide action.

**Sneak Attack (1/Turn).** The duskcap deals an extra 7 (2d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the duskcap that isn't incapacitated and the duskcap doesn't have disadvantage on the attack roll.

**Sun Sickness.** While in sunlight, or if it takes 5 or more radiant damage in a single turn, the duskcap has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The duskcap dies if it spends more than **1 hour** in direct sunlight.

### ACTIONS

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

### LEGENDARY ACTIONS

The fungal guardians (brute, duskcap, and sporeslinger) can take 3 legendary actions between them, with the duskcap choosing from the options below. Only one legendary action can be used at a time, and only at the end of another creature's turn. The fungal guardians regain spent legendary actions at the start of the turn of the guardian with the highest initiative.

**Flanking Strike.** The duskcap moves up to **20 feet** and makes one attack with its spike.

**Spike Storm (Costs 2 Actions).** The duskcap fires a torrent of spikes in either a **20-foot cone** or in a **10-foot sphere**. Each other creature in the area must make a **DC 13 Dexterity saving throw**, taking 14 (4d6) piercing damage on a failure or half as much damage on a success.

## HYPHAN DUSKCAP

Medium plant (hyphan), lawful neutral

**Armour Class** 16 (natural armour)

**Hit Points** 91 (14d8 +28)

**Speed** 35 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	19 (+4)	14 (+2)	10 (+0)	17 (+3)	12 (+1)

**Skills** Stealth +7, Perception +6

**Damage Immunities** necrotic

**Condition Immunities** charmed

**Senses** darkvision 120 ft., passive Perception 16

**Languages** —

**Challenge** 5 (1,800 XP)

**Cunning Action.** The duskcap can take a bonus action on each of its turns in combat. This action can be used only to take the Dash, Disengage, or Hide action.

**Sneak Attack (1/Turn).** The duskcap deals an extra 10 (3d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the duskcap that isn't incapacitated and the duskcap doesn't have disadvantage on the attack roll.

**Sun Sickness.** While in sunlight, or if it takes 10 or more radiant damage in a single turn, the duskcap has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The duskcap dies if it spends more than 1 hour in direct sunlight.

### ACTIONS

**Spike.** *Melee or Ranged Weapon Attack:* +7 to hit, reach 5 ft. or range 20/60 ft., one creature. *Hit:* 6 (1d4 + 4) piercing damage.

### LEGENDARY ACTIONS

The fungal guardians (brute, duskcap, and sporeslinger) can take 3 legendary actions between them, with the duskcap choosing from the options below. Only one legendary action can be used at a time, and only at the end of another creature's turn. The fungal guardians regain spent legendary actions at the start of the turn of the guardian with the highest initiative.

**Flanking Strike.** The duskcap moves up to 20 feet and makes one attack with its spike.

**Spike Storm (Costs 2 Actions).** The duskcap fires a torrent of spikes in either a 20-foot cone or in a 10-foot sphere centred on it. Each other creature in the area must make a **DC 15 Dexterity saving throw**, taking 17 (5d6) piercing damage on a failure or half as much damage on a success.

## VIGOROUS HYPHAN DUSKCAP

Medium plant (hyphan), lawful neutral

**Armour Class** 17 (natural armour)

**Hit Points** 127 (17d8 +51)

**Speed** 35 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	21 (+5)	16 (+3)	10 (+0)	19 (+4)	13 (+1)

**Skills** Stealth +8, Perception +7

**Damage Immunities** necrotic

**Condition Immunities** charmed

**Senses** darkvision 120 ft., passive Perception 17

**Languages** —

**Challenge** 8 (3,900 XP)

**Cunning Action.** The duskcap can take a bonus action on each of its turns in combat. This action can be used only to take the Dash, Disengage, or Hide action.

**Sneak Attack (1/Turn).** The duskcap deals an extra 14 (4d6) damage when it hits a target with a weapon attack and has advantage on the attack roll, or when the target is within 5 feet of an ally of the duskcap that isn't incapacitated and the duskcap doesn't have disadvantage on the attack roll.

**Sun Sickness.** While in sunlight, or if it takes 15 or more radiant damage in a single turn, the duskcap has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The duskcap dies if it spends more than 1 hour in direct sunlight.

### ACTIONS

**Multiattack.** The duskcap makes two attacks.

**Spike.** *Melee or Ranged Weapon Attack:* +8 to hit, reach 5 ft. or range 20/60 ft., one target. *Hit:* 7 (1d4 + 5) piercing damage.

### LEGENDARY ACTIONS

The fungal guardians (brute, duskcap, and sporeslinger) can take 3 legendary actions between them, with the duskcap choosing from the options below. Only one legendary action can be used at a time, and only at the end of another creature's turn. The fungal guardians regain spent legendary actions at the start of the turn of the guardian with the highest initiative.

**Flanking Strike.** The duskcap moves up to 20 feet and makes one attack with its spike.

**Spike Storm (Costs 2 Actions).** The duskcap fires a torrent of spikes in either a 20-foot cone or in a 10-foot sphere centred on it. Each other creature in the area must make a **DC 16 Dexterity saving throw**, taking 21 (6d6) piercing damage on a failure or half as much damage on a success.

## HYPHAN SPORESLINGER

Innately magical creatures that get ‘hyphanated’ (the term used by scholars to describe the act by which a creature is overcome by a hyphan colony) will become sporeslingers. Some of these individuals may remember the spells they knew in life, but, for the most part, this connection with the Weave is co-opted to provide the colony access to charm-based magics. Sporeslingers use these beguiling enchantments to capture stray creatures and deliver them to the fungal heart where they, too, can be hyphanated. Without these specimens, a hive-mind would have to rely on serendipity to gather new biomass. With them, it can take a more pro-active approach.

**Self-preservation.** A hyphan hive mind is far from stupid. It understands the fragility and value of a sporeslinger. A sporeslinger possesses the ability to produce clouds of obscuring spores (from which to make its escape) and is rarely found alone. On diplomatic missions they may be accompanied by brutes, for their intimidating size. When laying a trap, a sporeslinger may stand alone in a field of barely-visible puffball toadstools, several duskcaps lying in wait in the shadows.

### DECREPIT HYPHAN SPORESLINGER

*Small plant (hyphan), lawful neutral*

**Armour Class** 12

**Hit Points** 33 (6d6 + 12)

**Speed** 25 ft.

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

**Damage Immunities** necrotic

**Condition Immunities** charmed

**Senses** darkvision 120 ft., passive Perception 10

**Languages** —

**Challenge** 1 (200 XP)

**Sorcery Points.** The sporeslinger has 3 sorcery points. It regains all its spent sorcery points when it finishes a long rest. It can spend its sorcery points on the following options:

**Quickened Spell.** When the sporeslinger casts a spell that has a casting time of 1 action, it can spend 2 sorcery points to change the casting time to 1 bonus action for this casting.

**Twinned Spell.** When the sporeslinger casts a spell that targets only one creature and doesn't have a range of self, it can spend a number of sorcery points equal to the spell's level to target a second creature in range with the same spell (1 sorcery point if the spell is a cantrip).

**Sun Sickness.** While in sunlight, or if it takes 5 or more radiant damage in a single turn, the sporeslinger has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The sporeslinger dies if it spends more than 1 hour in direct sunlight.

**Spellcaster.** The sporeslinger is a 3rd-level spellcaster. Its spellcasting ability is Charisma (spell **save DC 13**, +5 to hit with spell attacks). It knows the following sorcerer spells:

Cantrips (at will): **chill touch**, **mage hand**, **mending**, **poison spray**  
1st level (4 slots): **charm person**<sup>c</sup>, **corrupting ichor**<sup>\*</sup>, **shield**  
2nd level (2 slots): **mortiferous pulse**<sup>\*</sup>

<sup>\*</sup>see Appendix B, **bold** indicates combat spells, 'c' indicates concentration.

### ACTIONS

**Sporestaff.** *Melee Weapon Attack:* +2 to hit, reach 5 ft., one creature. *Hit:* 3 (1d6) bludgeoning damage. Hit or miss, if the target is a creature, it must succeed on a **DC 13 Wisdom saving throw** or be **charmed** by the sporeslinger and its hyphan allies until the end of the sporeslinger's next turn.

### LEGENDARY ACTIONS

The fungal guardians (brute, duskcap, and sporeslinger) can take 3 legendary actions between them, with the sporeslinger choosing from the options below. Only one legendary action can be used at a time, and only at the end of another creature's turn. The fungal guardians regain spent legendary actions at the start of the turn of the guardian with the highest initiative.

**Smokescreen.** The sporeslinger shakes its staff, creating a **5-foot-diameter** sphere of black smoke centred on it that heavily obscures the area. It then moves up to its speed.

**Rage Spores (Costs 2 Actions).** The sporeslinger blows a plume of spores in a **20-foot cone**. Each non-hyphan creature in the area must succeed on a **DC 13 Wisdom saving throw** or immediately use its reaction to make a weapon attack against a randomly determined, non-hyphan creature within its reach/range.

# HYPHAN SPORESLINGER

Small plant (hyphan), lawful neutral

**Armour Class** 14 (natural armour)

**Hit Points** 91 (14d6 + 42)

**Speed** 25 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	16 (+3)	16 (+3)	13 (+1)	10 (+0)	19 (+4)

**Damage Immunities** necrotic

**Condition Immunities** charmed

**Senses** darkvision 120 ft., passive Perception 10

**Languages** —

**Challenge** 5 (1,800 XP)

**Sorcery Points.** The sporeslinger has 7 sorcery points. It regains all its spent sorcery points when it finishes a long rest. It can spend its sorcery points on the following options:

**Quickened Spell.** When the sporeslinger casts a spell that has a casting time of 1 action, it can spend 2 sorcery points to change the casting time to 1 bonus action for this casting.

**Twinned Spell.** When the sporeslinger casts a spell that targets only one creature and doesn't have a range of self, it can spend a number of sorcery points equal to the spell's level to target a second creature in range with the same spell (1 sorcery point if the spell is a cantrip).

**Sun Sickness.** While in sunlight, or if it takes 10 or more radiant damage in a single turn, the sporeslinger has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The sporeslinger dies if it spends more than 1 hour in direct sunlight.

**Spellcaster.** The sporeslinger is a 7th-level spellcaster. Its spellcasting ability is Charisma (spell **save DC 15, +7** to hit with spell attacks). It knows the following sorcerer spells:

Cantrips (at will): **chill touch**, **mage hand**, **mending**, **poison spray**  
1st level (4 slots): **charm person**<sup>c</sup>, **corrupting ichor**<sup>\*</sup>, **shield**  
2nd level (3 slots): **mirror image**, **mortiferous pulse**<sup>\*</sup>  
3rd level (3 slots): **counterspell**, **hypnotic pattern**<sup>c</sup>  
4th level (1 slot): **blight**

<sup>\*</sup>see Appendix B, **bold** indicates combat spells, 'c' indicates concentration.

## ACTIONS

**Sporestaff.** *Melee Weapon Attack:* **+4** to hit, reach 5 ft., one target. *Hit:* 4 (**1d6 + 1**) bludgeoning damage. Hit or miss, if the target is a creature, it must succeed on a **DC 15 Wisdom saving throw** or be **charmed** by the sporeslinger and its hyphan allies until the end of the sporeslinger's next turn.

## LEGENDARY ACTIONS

The fungal guardians (brute, duskcap, and sporeslinger) can take 3 legendary actions between them, with the sporeslinger choosing from the options below. Only one legendary action can be used at a time, and only at the end of another creature's turn. The fungal guardians regain spent legendary actions at the start of the turn of the guardian with the highest initiative.

**Smokescreen.** The sporeslinger shakes its staff, creating a **5-foot-diameter sphere** of black smoke centred on it that heavily obscures the area. It then moves up to its speed.

**Rage Spores (Costs 2 Actions).** The sporeslinger blows a plume of spores in a **25-foot cone**. Each non-hyphan creature in the area must succeed on a **DC 15 Wisdom saving throw** or immediately use its reaction to make a weapon attack against a randomly determined, non-hyphan creature within its reach/range.



HYPHAN  
SPORESLINGER

## VIGOROUS HYPHAN SPORESLINGER

*Small plant (hyphan), lawful neutral*

**Armour Class** 15 (natural armour)

**Hit Points** 97 (15d6 + 45)

**Speed** 25 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	18 (+4)	17 (+3)	15 (+2)	10 (+0)	22 (+6)

**Damage Immunities** necrotic

**Condition Immunities** charmed

**Senses** darkvision 120 ft, passive Perception 10

**Languages** —

**Challenge** 8 (3,900 XP)

**Sorcery Points.** The sporeslinger has **11** sorcery points. It regains all its spent sorcery points when it finishes a long rest. It can spend its sorcery points on the following options:

**Quickened Spell.** When the sporeslinger casts a spell that has a casting time of 1 action, it can spend 2 sorcery points to change the casting time to 1 bonus action for this casting.

**Twinned Spell.** When the sporeslinger casts a spell that targets only one creature and doesn't have a range of self, it can spend a number of sorcery points equal to the spell's level to target a second creature in range with the same spell (1 sorcery point if the spell is a cantrip).

**Sun Sickness.** While in sunlight, or if it takes **15** or more radiant damage in a single turn, the sporeslinger has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The sporeslinger dies if it spends more than **1 hour** in direct sunlight.

**Spellcaster.** The sporeslinger is a 11th-level spellcaster. Its spellcasting ability is Charisma (spell **save DC 17**, **+9** to hit with spell attacks). It knows the following sorcerer spells:

Cantrips (at will): **chill touch**, **mage hand**, **mending**, **poison spray**

1st level (4 slots): **charm person**<sup>c</sup>, **corrupting ichor**<sup>\*</sup>, **shield**

2nd level (3 slots): **mirror image**, **mortiferous pulse**<sup>\*</sup>

3rd level (3 slots): **counterspell**, **hypnotic pattern**<sup>c</sup>

4th level (3 slots): **blight**, **polymorph**<sup>c</sup>

5th level (2 slots): **dominate person**<sup>c</sup>, **insect plague**<sup>c</sup>

6th level (1 slot): **lungburst**<sup>\*</sup>

<sup>\*</sup>see Appendix B, **bold** indicates combat spells, 'c' indicates concentration.

### ACTIONS

**Sporestaff.** *Melee Weapon Attack:* **+4** to hit, reach 5 ft., one target. *Hit:* 4 (**1d6 + 1**) bludgeoning damage. Hit or miss, if the target is a creature, it must succeed on a **DC 17 Wisdom saving throw** or be **charmed** by the sporeslinger and its hyphan allies until the end of the sporeslinger's next turn.

### LEGENDARY ACTIONS

The fungal guardians (brute, duskcap, and sporeslinger) can take 3 legendary actions between them, with the sporeslinger choosing from the options below. Only one legendary action can be used at a time, and only at the end of another creature's turn. The fungal guardians regain spent legendary actions at the start of the turn of the guardian with the highest initiative.

**Smokescreen.** The sporeslinger shakes its staff, creating a **5-foot-diameter sphere** of black smoke centred on it that heavily obscures the area. It then moves up to its speed.

**Rage Spores (Costs 2 Actions).** The sporeslinger blows a plume of spores in a **30-foot cone**. Each non-hyphan creature in the area must succeed on a **DC 17 Wisdom saving throw** or immediately use its reaction to make a weapon attack against a randomly determined, non-hyphan creature within its reach/range.

### VARIANT: NO LEGENDARY ACTIONS

In scenarios other than the Veiled Lady monster hunt, you may wish to use these hyphans without their legendary actions. If you do so, the brutes' and duskcaps' CRs changes as follows (the Sporeslinger's CR stays the same):

- Decrepit Brute CR 1
- Brute CR 5
- Vigorous Brute CR 7
- Decrepit Duskcap CR 1
- Duskcap CR 4
- Vigorous Duskcap CR 5

**Teamwork Trio.** A brute, duskcap, and sporeslinger that bore an especially close connection pre-hyphanation, can bring the experience of that teamwork into the hyphan colony. Such individuals often form teams of three, acting in concert to strike more often, and perform feats that lone hyphans can not.



## PUFFLING SWARM SPAWNER

A rapid rustling sound and the gleam of hundreds of tiny proto-eyes might be the only warning an adventurer receives as it walks through a field of swarm spawner fungi. From the depths of these morel-like mushrooms are fired a swarm of six-inch-tall, walking toadstools, whose paper-like skin trembles with contained explosive potential.

**Explosive Investment.** Though the actions of a swarm spawner fungus and its self-destructive pufflings might seem spiteful at the outset, its actually a carefully measured trade off. If a colony can gain more biomass than it expends to acquire that biomass, then there is a net gain, and the colony can expand. Using the aeons-spanning knowledge and experience hive minds have at their disposal, hyphan colonies have learnt to hold off from unleashing their traps until its quarry has progressed so deep within a fungal field that its chances of escape are nil.

### SWARM SPAWNER FUNGUS

*Large plant, unaligned*

**Armour Class** 11 (natural armour)

**Hit Points** 75 (10d10 + 20)

**Speed** 5 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	2 (-4)	14 (+2)	1 (-5)	10 (+0)	1 (-5)

**Saves** Con +4

**Damage Immunities** necrotic

**Condition Immunities** charmed, frightened, paralyzed, prone, restrained, stunned

**Senses** tremorsense 60 ft. (blind beyond this radius), passive Perception 10

**Languages** —

**Challenge** 0 (10 XP)

#### ACTIONS

**Spawn Swarm (Recharge 5–6).** The fungus spawns a **swarm of pufflings**.

### SWARM OF PUFFLINGS

*Medium swarm of tiny plants, unaligned*

**Armour Class** 12 (natural armour)

**Hit Points** 90 (12d8 + 36)

**Speed** 30 ft., burrow 15 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	14 (+2)	16 (+3)	4 (-3)	8 (-1)	3 (-4)

**Saves** Con +5

**Damage Resistances** bludgeoning, necrotic, piercing, slashing

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

**Senses** tremorsense 60 ft. (blind beyond this radius), passive Perception 10

**Languages** —

**Challenge** 2 (450 XP)

**False Appearance.** While the swarm remains motionless, it is indistinguishable from an ordinary patch of fungus.

**Sporeburst.** When the swarm takes bludgeoning, force, piercing, slashing, or thunder damage, it releases puffs of necrotic spores. Each creature within **5 feet** of it must make a **DC 13 Dexterity saving throw**, taking 9 (2d8) necrotic damage on a failed save, or half as much damage on a successful one.

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

#### ACTIONS

**Detonate.** The swarm takes 9 (2d8) necrotic damage than can't be reduced in any way and release a plume of spores. Each creature within **5 feet** of it must make a **DC 13 Dexterity saving throw**, taking 9 (2d8) necrotic damage on a failed save, or half as much damage on a successful one.



SWARM SPAWNER FUNGUS

SWARM OF PUFFLINGS



## VEILED LADY

Hyphan colonies have an entirely alien system of ethics compared to other races of the Low. They have no concept of 'murder' or 'theft'; everything is simply 'useful' or 'waste'. This simplified outlook on life often brings hyphan colonies into conflict with other races.

Some colonies employ a plan of rapid relocation, moving themselves to new locations as soon as their existence is discovered. Others acted hyper-aggressively, consuming any creature the moment steps within their borders. Some colonies, in particular those that are in close proximity to other races, have developed a humanoid-like persona to interact with

those peoples: the Veiled Lady.

The landscape of hyphan foreign is constantly changing as strategies that result in extermination fail to propagate, and colonies develop new, unique schemes.

**Appearance.** In the dim light of an underground cavern, the Veiled Lady appears as huge, gowned silhouette, faintly feminine in shape. Closer inspection reveals a hollow where one might expect a cranium, and skin formed of constantly shifting threads of ultra-fine mycelia. A Veiled Lady appears to drift across the floor, gliding up unclimbable walls and squeezing through minute gaps without apparent effort.

### LESSER VEILED LADY

*Huge plant (hyphan), lawful neutral*

**Armour Class** 15 (natural armour)

**Hit Points** 76 (8d12 + 24)

**Speed** 30 ft., burrow 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	14 (+2)	17 (+3)	14 (+2)	15 (+2)	14 (+2)

**Skills** Deception +5, Insight +5, Perception +5

**Damage Immunities** necrotic

**Senses** darkvision 30 ft., tremorsense 120 ft., passive Perception 15

**Languages** telepathy 120 ft.

**Challenge** 6 (2,300 XP)

**Amorphous.** The Veiled Lady can move through a space as narrow as 1 inch wide without squeezing.

**Communication Spores.** The Veiled Lady's telepathy extends throughout its lair. It communicates using images and emotion.

**Detritivore.** As a bonus action, the Veiled Lady can target one Small or larger corpse not under the effects of the *gentle repose* spell or one Small or larger creature that has 0 hit points and is still alive that the Veiled Lady can see within 5 feet of it. If the target is alive, it must succeed on a **DC 14 Constitution saving throw** or automatically fail one death saving throw. On a failure, or if the target is a corpse, the Veiled Lady regains 14 (4d6) hit points. Once a corpse has been targeted by this feature, it becomes desiccated and can't be targeted again.

**Legendary Resistance (3/Day).** If the Veiled Lady fails a saving throw, it can choose to succeed instead.

**Mycelia Climb.** The Veiled Lady can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

**Sun Sickness.** While in sunlight, or if it takes 5 or more radiant damage in a single turn, the Veiled Lady has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The myconid dies if it spends more than 1 hour in direct sunlight.

### ACTIONS

**Multiattack.** The Veiled Lady uses either its Infectious Spores or Shackles of Pain, then makes a halluciwhip attack.

**Halluciwhip.** *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 5 (1d4 + 2) slashing damage plus 3 (1d6) poison damage and the target must succeed on a **DC 14 Constitution saving throw** or be **poisoned** until the end of its next turn.

**Infectious Spores (Recharge 5–6).** The Veiled Lady exhales a cloud of spores at a creature it can see within 30 feet of it. The creature must succeed on a **DC 14 Constitution saving throw** or become afflicted as per the *fungus infection\** spell for the next minute. An affected creature can repeat the saving throw at the end of each of its turns, ending the effect on a success.

**Shackles of Pain (Recharge 5–6).** The Veiled Lady exhales a cloud of spores at a creature it can see within 30 feet of it. The creature must succeed on a **DC 14 Wisdom saving throw** or become afflicted as per the *shackles of pain\** spell; each time the Veiled Lady takes damage, the afflicted creature takes psychic damage equal to half that damage and can repeat the saving throw, ending the effect on a success. The Veiled Lady can have only one creature afflicted by Shackles of Pain at a time.

### LEGENDARY ACTIONS

The Veiled Lady can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. The Veiled Lady regains spent legendary actions at the start of its turn.

**Hyphal Tether.** Tendrils of grasping hyphae burst from the ground, grabbing at one creature the Veiled Lady can see within 30 feet of it. The creature must succeed on a **DC 14 Strength saving throw** or become **grappled (escape DC 14)**. Until this grapple ends, a creature is **restrained**.

**Mycelial Reconstitution.** The Veiled Lady dissolves into mycelia, ending any grapples or restraining effects to which it is currently subjected, and reappears in an unoccupied space on the ground it can see within 30 feet of it. This does not end grapples created by the Veiled Lady's Hyphal Tether.

**Whip.** The Veiled Lady makes a halluciwhip attack.

# VEILED LADY

Medium plant (hyphan), lawful neutral

**Armour Class** 16 (natural armour)

**Hit Points** 138 (12d12 + 75)

**Speed** 30 ft., burrow 30ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	18 (+4)	21 (+5)	15 (+2)	16 (+3)	16 (+3)

**Saves** Dex +9, Con +10, Wis +8

**Skills** Deception +8, Insight +8, Perception +8

**Damage Immunities** necrotic

**Senses** darkvision. 30 ft., tremorsense 120 ft., passive Perception 18

**Languages** telepathy 120 ft.

**Challenge** 14 (11,500 XP)

**Amorphous.** The Veiled Lady can move through a space as narrow as 1 inch wide without squeezing.

**Communication Spores.** The Veiled Lady's telepathy extends throughout its lair. It communicates using images and emotion.

**Detritivore.** As a bonus action, the Veiled Lady can target one Small or larger corpse not under the effects of the *gentle repose* spell or one Small or larger creature that has 0 hit points and is still alive that the Veiled Lady can see within **15 feet** of it. If the target is alive, it must succeed on a **DC 18 Constitution saving throw** or automatically fail one death saving throw. On a failure, or if the target is a corpse, the Veiled Lady regains 21 (**6d6**) hit points. Once a corpse has been targeted by this feature, it becomes desiccated and can't be targeted again.

**Legendary Resistance (3/Day).** If the Veiled Lady fails a saving throw, it can choose to succeed instead.

**Mycelia Climb.** The Veiled Lady can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

**Sun Sickness.** While in sunlight, or if it takes **15** or more radiant damage in a single turn, the Veiled Lady has **disadvantage** on ability checks, attack rolls, and saving throws until the end of its next turn. The Veiled Lady dies if it spends more than **1 hour** in direct sunlight.

**Symbiotic Vigour (Mythic Trait; Recharges after a Short or Long Rest).** If the veiled is reduced to 0 hit points, it doesn't die or fall unconscious. Instead, beetles, hyphae, and grubs swarm over it, it recharges all its Infectious Spore and Shackles of Pain, regains **142** hit points, gains **142** temporary hitpoints, and becomes Large-sized as a thick mat of mycelial webbing grows to cover it.

## ACTIONS

**Multiattack.** The Veiled Lady uses either its Infectious Spores or Shackles of Pain, then makes two halluciwhip attacks.

**Halluciwhip.** *Melee Weapon Attack:* **+9** to hit, reach 10 ft., one target. *Hit:* 6 (**1d4 + 4**) slashing damage plus 10 (**3d6**) poison damage and the target must succeed on a **DC 18 Constitution saving throw** or be **poisoned** until the end of its next turn.

**Infectious Spores (Recharge 5–6).** The Veiled Lady exhales a cloud of spores at a creature it can see within **30 feet** of it. The creature must succeed on a **DC 18 Constitution saving throw** or become afflicted as per a *fungal infection\** spell cast at 6th level for the next minute. An affected creature can repeat the saving throw at the end of each of its turns, ending the effect on a success.

**Shackles of Pain (Recharge 5–6).** The Veiled Lady exhales a cloud of spores at a creature it can see within **30 feet** of it. The creature must succeed on a **DC 18 Wisdom saving throw** or become afflicted as per the *shackles of pain\** spell; each time the Veiled Lady takes damage, the afflicted creature takes psychic damage equal to half that damage and can repeat the saving throw, ending the effect on a success. The Veiled Lady can have only one creature afflicted by Shackles of Pain at a time.

## LEGENDARY ACTIONS

The Veiled Lady can take 3 legendary actions, choosing from the options below. Only one legendary action option can be used at a time and only at the end of another creature's turn. The Veiled Lady regains spent legendary actions at the start of its turn.

**Hyphal Tether.** Tendrils of grasping hyphae burst from the ground, grabbing at one creature the Veiled Lady can see within **30 feet** of it. The creature must succeed on a **DC 18 Strength saving throw** or become **grappled (escape DC 18)**. Until this grapple ends, a creature is **restrained**.

**Mycelial Reconstitution.** The Veiled Lady dissolves into mycelia, ending any grapples or restraining effects to which it is currently subjected, and reappears in an unoccupied space on the ground it can see within **30 feet** of it. This does not end grapples created by the Veiled Lady's Hyphal Tether.

**Whip.** The Veiled Lady makes a halluciwhip attack.

## MYTHIC ACTIONS

If the Veiled Lady's mythic trait is active, it can use the options below as legendary actions, as long as it has temporary hit points from its Symbiotic Vigour.

**Spore Bloom.** The Veiled Lady recharges and uses its Infectious Spores or Shackles of Pain. The Veiled Lady must use a different legendary action before it uses this one again.

**Whirlwhip (Costs 2 Actions).** The Veiled Lady flicks its whip in a wide circle. Each creature within **10 feet** of the Veiled Lady must make a **DC 18 Dexterity saving throw**, taking 10 (**4d6**) slashing and 10 (**4d6**) poison damage on a failure, or half as much damage on a success.



Artemis

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