



A Tale of Two Dragons



Phandalin Adventures Tier 2 Conversions

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ON THE COVER

Roselysium illustrates Cryovian and Venomfang, the two dragons who prowl the region surrounding Phandalin. Both appear in this Tier 2 conversion guide of the Phandalin Adventures.

HOW TO USE THIS BOOK

This guide converts *Lost Mine of Phandelver* and *Dragon of Icespire Peak* to Tier 2 (levels 5 to 10). That way you can play these two adventures back to back in either order using the same characters.

To use this guide, you *must* have a copy of both *Lost Mine of Phandelver* from the *D&D Starter Set* and *Dragon of Icespire Peak* from the *D&D Essentials Kit*. This guide does not make sense without them. You also need a copy of the *Monster Manual* since many of the creatures in this book draw from that sourcebook.

In other words, if you have finished running *Lost Mine of Phandelver* or *Dragon of Icespire Peak* and wish to continue your adventures in Phandalin right where you left off with the same characters, this guide is for you.

The end effect is a 1st- to 11th-level campaign set in the frontier town of Phandalin using the adventures found in the *D&D Starter Set* and *D&D Essentials Kit*.

RETURN TO PHANDALIN

This conversion guide assumes you are starting *Lost Mine of Phandelver* after the events of *Dragon of Icespire Peak*. The townsfolk of Phandalin hail the party as dragon slayers for ridding the world of Cryovain the white dragon.

While the party was dealing with the dragon threat, an enigmatic figure known only as Glasstaff quietly slipped into Phandalin. He's been organizing the criminal underbelly of this frontier town ever since. Glasstaff bides his time, waiting to start shaking down Phandalin's businesses when the party next leaves town.

But Glasstaff is working for an even more sinister villain known only as the Black Spider.

RUNNING THE ADVENTURE

Using this conversion guide, *Lost Mine of Phandelver* is an adventure for four to five characters of 6th level. Over the course of the adventure, the characters will advance to 10th level.

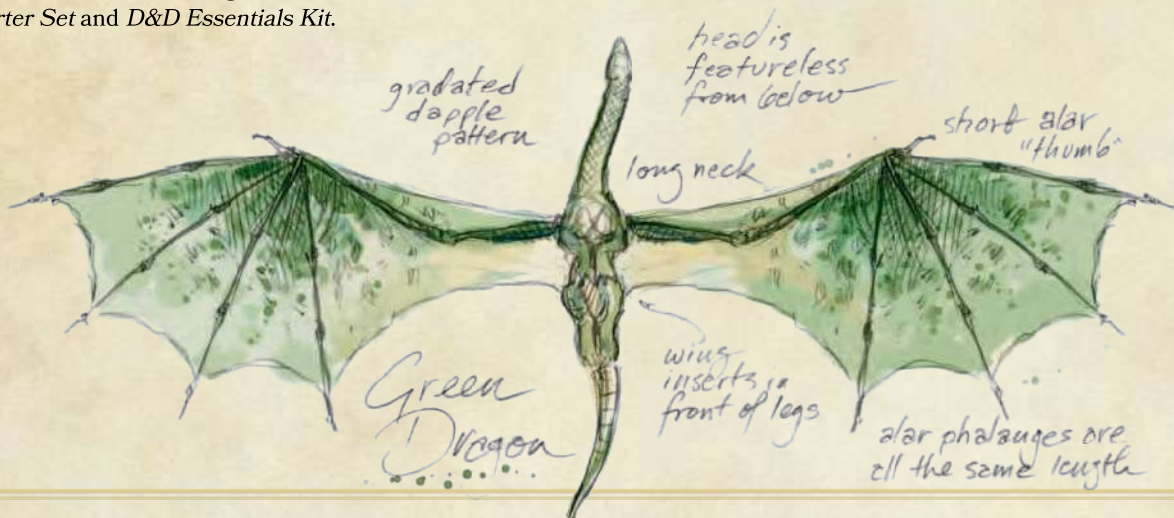
ADVENTURE HOOK

Chances are, the adventurers are already in Phandalin at the beginning of this adventure. Having made a name for themselves as dragon slayers, the party is sought out by the dwarves Nundro and Tharden Rockseeker who want to hire the party to locate their missing brother.

Find Our Brother. The characters are in the city of Phandalin when two dwarven brothers, Nundro and Tharden Rockseeker, ask them to find their brother Gundren. Gundren Rockseeker left Neverwinter a week ago with a warrior, Sildar Hallwinter, and a wagon full of needed mining supplies to be delivered to Barthen's Provisions. But Gundren and Sildar never arrived in Phandalin. Nundro and Tharden have instructed the owner of Barthen's Provisions to pay the party members 100 gp each when they deliver the wagon safely to Phandalin.

LEVELING UP

Instead of using experience points, this conversion guide assumes you are using milestones. The text indicates when the party has earned a level advancement.



PART 1. GOBLINS ARROWS

The adventure begins as the player characters search for Gundren Rockseeker, Sildar Hallwinter, and the missing wagon full of provisions and supplies from Neverwinter. After only a half-day's march from Phandalin west along the Triboar Trail, the heroes run into trouble with goblin raiders from the Cragmaw tribe.

GOBLIN AMBUSH

This encounter is unchanged, except for the following:

- In addition to the two dead horses, there is a wagon lying on its side. Both the wagon and the horses' saddle bags lie empty. Nothing of value remains.
- Replace the four goblins with twelve **goblin bosses**.

GOBLIN TRAIL

A successful DC 12 Wisdom (Survival) is necessary to spot the goblin trail leading to Cragmaw Hideout.

Snare. A successful DC 15 Wisdom (Perception) check allows the adventurers to spot this trap. If a character triggers the snare, they must make a successful DC 12 Dexterity saving throw to avoid being lifted off the ground.

Pit. The pit is 20 feet deep. The party can spot it with a successful DC 17 Wisdom (Perception) check. Any creature who steps on it must succeed on a DC 12 Dexterity check or fall, taking 2d6 bludgeoning damage.

Cragmaw Hideout

The hideout's features are the same, except for the following:

Sound. Creatures must succeed on a DC 15 Wisdom (Perception) check to hear noises coming from nearby chambers.

2. GOBLIN BLIND

Replace the two goblins with three **goblin bosses** armed with shortbows instead of javelins.

- **Shortbow.** *Ranged Weapon Attack:* +4 to hit, range 80/320 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage.

3. KENNEL

The Cragmaw goblins have been experimenting with new kinds of mounts. Replace each wolf with a **winter wolf**. A character who tries to calm these monstrosities can attempt a DC 17 Charisma (Persuasion) check. Offering fresh meat lowers the DC to 12.

Fissure. Ascending or descending the chimney shaft requires a successful DC 12 Strength (Athletics) check.

4. STEEP PASSAGE

Replace the goblin on the bridge with two **goblin bosses**. As soon as they catch sight of the party, they sneak away in opposite directions. One goes to warn Yeemik while the other goes to release the flood.

Make a Dexterity (Stealth) check for the goblins: roll one d20 for each of them, add their Stealth skill modifier (+6) to the roll, and compare the total to the characters' passive Wisdom (Perception) scores. A character whose score is lower than the goblins' check total doesn't see the goblins as they sneak away.

Western Passage. Characters on the ledge when it gives way must make a DC 12 Dexterity saving throw, taking 4d6 bludgeoning damage on a failure, or half as much damage on a success.

5. OVERPASS

Replace the goblin on the bridge with two **goblin bosses**. They move in opposite directions if the adventurers stand below them or simply away from the adventurers if the party approaches them from either side of the bridge.

Bridge. Climbing the cavern walls requires a DC 17 Strength (Athletics) check. The bridge has an AC of 7 and 15 hit points. If the bridge falls, creatures on it must succeed on a DC 12 Dexterity saving throw or fall, taking 2d6 bludgeoning damage and landing prone.

FLOOD!

It takes a successful DC 12 Dexterity saving throw to get out of the way of the flood or a successful DC 17 Strength saving throw to keep from getting swept away by it.

6. GOBLIN DEN

Replace the six goblins with ten **goblin bosses**, one of whom is named Yeemik and has 36 hit points.

Sildar Hallwinter uses the **veteran griffon rider** stat block found in the appendix.

TREASURE

Replace the contents of Yeemik's pouch with three platinum teeth (10 gp each) and 30 ep.

7. TWIN POOLS CAVE

Replace the three goblins with eight **goblin bosses**.

8. KLARG'S CAVE

Klarg has a unique stat block found in the appendix. Replace the wolf with a **winter wolf** and replace the two goblins with three **goblin bosses**.

Fire Pit. The fire pit deals 1d4 fire damage to any creature that enters it, or 2d6 fire damage to any creature that falls prone there.

Supplies. In addition to the Lionshield Coster supplies and Klarg's treasure chest, the following mining supplies from Gundren's wagon are here, together worth 100 gp.

- a dozen sacks of flour
- seven casks of salted pork
- two kegs of dwarven ale
- a dozen shovels
- a dozen picks
- a dozen crowbars
- five lanterns
- a small barrel of oil (about fifty flasks in volume)

Treasure. Returning the Lionshield Coster supplies to Linene in Phandalin nets a reward of 500 gp.

Replace the contents of Klarg's chest with 600 sp, 110 gp, two *potions of greater healing*, and a small jade statuette of a frog with tiny platinum eyes (400 gp).

Sildar will pay 500 gp if the party escorts him to Phandalin.

LEVELING UP

After defeating Klarg and his allies, the party should attain 7th level.

PART 2. PHANDALIN

The town is as described in *Lost Mine of Phandelver*, except for the following details:

LOST BROTHERS

Nundro and Tharden Rockseeker left town. They told Elmar Barthen that they couldn't wait for their brother's supplies anymore, and they were last seen heading into the hills west of Phandalin. Because of the rocky terrain, following their trail to Wave Echo Cave requires a successful DC 25 Wisdom (Survival) check. The fate of Tharden and Nundro is described in Part 4.

BARTHEN'S PROVISIONS

Increased business means Elmar Barthen has additional supplies available for the party to buy. Though Barthen still doesn't carry armor or weapons, any adventuring gear or tools from the *Player's Handbook* can be purchased here, regardless of price.

Delivering the Supplies. Barthen pays each party member 100 gp for the safe delivery of the wagon and its supplies. If the party tells Barthen of Gundren's kidnapping, he expresses concern for the dwarf and tells the adventurers that he hasn't seen Gundren's brothers since just after the party left.

Barthen's News. Barthen has a nasty gash on his forehead. When asked about it, he admits that a band of men and women who wear crimson cloaks tried shaking down business last night. They hurt him when he resisted.

STONEHILL INN

Toblen Stonehill is mending broken chairs and sweeping shattered dishes. He's too shaken to talk.

But Trilena, the innkeeper's wife, says this is the work of the Redbrands who just appeared in Phandalin. She also tells of Thel Dendrar's murder and the abduction of his family, both of which happened just last night.

LIONSHIELD COSTER

Linene has also been menaced by the group known as the Redbrands. She managed to run them off, but they vowed to return.

Recovered Goods. If the party returns the Lionshield Coster goods that the Cragmaw goblins stole, Linene pays them 500 gp for their trouble.

PHANDALIN MINER'S EXCHANGE

Halia offers 500 gp to run off or kill the leader of the Redbrands. Only a successful DC 17 Wisdom (Insight) check reveals her ulterior motives.

REDBRAND RUFFIANS

Replace the Redbrand ruffians with **Redbrand thugs**. (See the appendix.)

REDBRAND HIDEOUT

The hideout's features are unchanged from those in *Lost Mine of Phandelver*, except for the following:

Doors. Opening a locked door requires a successful DC 12 Dexterity check with thieves' tools. A door can also be broken down with a successful DC 22 Strength check.



Secret Doors. Spotting a secret door requires a successful DC 12 Wisdom (Perception) check or a passive Wisdom (Perception) score of 17 or higher.

1. CELLAR

Cistern. The submerged satchel can be found with a successful DC 17 Wisdom (Perception) check.

TREASURE

Replace the contents of the satchel with a *potion of greater healing*, two *potions of invisibility*, 50 pp, and a *cloak of many fashions*.

2. BARRACKS

Replace the Redbrand ruffians with **Redbrand thugs**.

TREASURE

Replace the contents of the first belt pouch with 16 gp and 7 pp; replace those of the second with 12 gp and 5 pp; and those of the third with 30 gp and two diamonds (100 gp each). Additionally, three scarlet cloaks hang here.

3. TRAPPED HALL

A successful DC 17 Wisdom (Perception) check is required to spot the trap, and creatures attempting to skirt around the edges of the trap must succeed on a DC 12 Dexterity (Acrobatics) check to avoid it.

A creature that steps on the trapped floor or fails their Dexterity check to skirt around the edge of the pit must make a DC 17 Dexterity saving throw to catch the edge. On a failure, the creature falls 20 feet to the spiked floor of the pit, taking 4d6 piercing damage and landing prone.

4. TRESENDAR CRYPTS

Replace the skeletons with three **poltergeists**, an invisible type of specter.

TREASURE

Each of the stone sarcophagi contains an adamantine signet ring (500 gp).

5. SLAVE PENS

Replace the Redbrand ruffians with two **Redbrand thugs**.

Cell Doors. The locks require a successful DC 12 Dexterity check to pick. The doors can also be wrenched open with a successful DC 24 Strength check.

6. ARMORY

One of the weapons here (DM's choice) is a silvered weapon.

7. STOREROOM AND WORK AREA

In addition to the beaver pelts, there is an owlbear hide (540 gp).

8. CREVASSE

Replace the nothic with a **mind flayer arcanist**. Long separated from its elder brain, the illithid has grown old and senile, but its powers mean it's still very dangerous. The Redbrands keep it satiated with the occasional decapitated head full of brains.

The mind flayer arcanist is drawn to the magic in the crevasse though it's not sure why. The illithid's personality and tactics resemble those of the nothic in *Lost Mine of Phandelver*.

Bridges. The faulty nature of the south bridge is only discernible with a successful DC 17 Intelligence (Investigation) check.

TREASURE

Replace the contents of the illithid's wooden chest with 160 gp, 120 pp, five heart-sized rubies (150 gp each), two *potions of greater healing*, a *scroll of arcane eye*, and the fabled +2 longsword named Talon.

9. GUARD BARRACKS

Replace the bugbears with four **bugbear chiefs**. Droop remains a simple **goblin**. It takes a successful DC 17 Charisma (Deception) check to fool the bugbears.

TREASURE

In addition to the iron key, Mosk has 33 gp and wears an eye patch set with precious stones (500 gp).

10. COMMON ROOM

A successful DC 12 Wisdom (Perception) check is required to hear the guards through the thick door.

Replace the Redbrand ruffians with four **Redbrand thugs**. Characters must succeed on a DC 12 Charisma (Deception) check to fool them.

TREASURE

This is a high-stakes game. On the table lies 75 sp, 110 ep, 11 gp, 15 pp, and a platinum earring set with a diamond (300 gp).

11. WIZARD'S WORKSHOP

Characters can hear the sounds of a workshop with a successful DC 17 Wisdom (Perception) check.

Iarno is working on something entirely new: potions of greater invisibility. So far, he's been unsuccessful.

Replace the rat with an **imp** that's used its Shapechanger trait to polymorph into rat form. The imp has a speed of 20 feet and has AC 13, 10 hit points, a bite attack, and the ability to turn invisible as an action. The imp at first pretends to be an ordinary rat, however.

TREASURE

The three reagents are worth 250 gp each to the right buyer.

12. GLASSTAFF'S QUARTERS

Iarno Albrek uses the **mage** (instead of the evil mage) stat block. Replace his *staff of defense* with a *rod of absorption*.

TREASURE

Replace the contents of Glasstaff's wooden chest with 180 gp, 130 pp, and a silk pouch containing five emeralds (100 gp each), two diamonds (150 gp each), and a large Shining Sea pearl (1000 gp). It also contains a *scroll of charm monster* and a *scroll of immolation*.

LEVELING UP

Once the party has cleared out the Redbrand Hideout, they should advance to 8th level.

PART 3: THE SPIDER'S WEB

WILDERNESS ENCOUNTERS

Day Roll	Night Roll	Result
1–2	1–3	Giant spiders (1d8 + 2)
–	4	Ghosts (1d4 + 1)
3–4	–	Cyclops (1)
5–6	5	Goblin bosses (1d8 + 4)
7–8	6	Hobgoblin captains (1d4 + 2)
9–10	7–8	Orc eyes of Gruumsh (1d4 + 2)
11	9–10	Dire wolves (1d6 + 3)
12	11–12	Hydra (1)

CONYBERRY AND AGATHA'S LAIR

Agatha can be persuaded to help the party with a successful DC 17 Charisma (Persuasion) check. If the party is not respectful and polite, she attacks. Use the **fell banshee** stat block found in the appendix.

OLD OWL WELL

Replace the twelve zombies with eight **ogre zombies**, which can be detected with a passive Wisdom (Perception) score of 12 or higher.

Instead of the evil mage stat block, **Hamun Kost** uses his own unique stat block found in the appendix. An adventurer who succeeds on a DC 12 Intelligence (Arcana) recognizes his tattoo as a necromantic symbol. And a hero who succeeds on a DC 12 Intelligence (History) check identifies Hamun's Thayan origin.

Replace the contents of Hamun Kost's leather bag with 35 gp, 30 pp, a Shining Sea pearl (100 pp), a *potion of greater healing*, a *scroll of hallucinatory terrain* in a bone tube, and a jeweled box (500 gp) containing a *ring of regeneration*.

RUINS OF THUNDERTREE

The features of this ruined town are the same, except for the following:

Buildings. The swollen doors require a DC 12 Strength check to force open.

1. WESTERNMOST COTTAGE

Replace the twig blights with **brush blights**.

2. BLIGHTED COTTAGES

Replace the twig blights with **brush blights**.

TREASURE

A successful DC 12 Wisdom (Perception) check reveals the hidden chest. Replace its contents with 700 sp, 160 gp, and 90 pp.

3. THE BROWN HORSE

Replace the ash zombies with **ember zombies**, a variant whose stat block can be found in the appendix.

5. BLIGHTED FARMHOUSE

Replace the twig blights with **brush blights**.

6. RUINED STORE

Replace the two giant spiders with three **phase spiders**. The spiders surprise any character who cannot see into the Ethereal Plane.

Their tough webbing can be moved through only with a successful DC 12 Strength (Athletics) check. Once restrained, a character must succeed on a DC 12 Strength check to break free.

TREASURE

In addition to the studded leather armor and shortsword, the shriveled corpse carries a *potion of greater healing*, along with 23 pp and 35 gp.

7. DRAGON'S TOWER

Venomfang is still a **young green dragon**. But the dragon will not flee, but instead fight to the death for its lair.

TREASURE

Replace the contents of the chest with 800 gp, 150 pp, four silver goblets set with moonstones (600 gp each), a *scroll of dimension door*, and a *scroll of storm sphere*.

8. OLD SMITHY

Replace the ash zombies with **ember zombies**.

9. HERBALIST'S SHOP

Characters must succeed on a DC 17 Wisdom (Perception) check to find Mirna's heirloom.

TREASURE

The necklace and pendant once belonged to an elven prince and bears his seal. The heirloom is worth 2000 gp.

10. TOWN SQUARE

The statue can be knocked over only with a successful DC 22 Strength check.

11. OLD GARRISON

Replace the ash zombies with **ember zombies**.

12. WEAVER'S COTTAGE

Replace the twig blights with **brush blights**.

13. DRAGON CULTISTS

The door can be forced open with a successful DC 22 Strength check. The shutters are barred but can be forced open with a successful DC 17 Strength check.

The dragon cultists use the **spy** stat block.

TREASURE

The cultists have thirty cut diamonds (100 gp each) rather than three. Favric carries two *potions of flying*, instead of just one, on a chain around his neck.

WYVERN TOR

The party can attempt one DC 17 Wisdom (Perception) check or DC 12 Wisdom (Survival) check per hour to find the camp, made by the character leading the way.

The camp consists of a lone **orc red fang of Shargaas** lookout, an **orc war chief**, six **orc blades of Ilneval**, and a **cyclops**.

CRAGMAW CASTLE

The features of the castle are the same, except for the following:

Doors. It requires a successful DC 17 Strength check to break down a barricaded door.

2. TRAPPED HALL

Spotting a tripwire requires a passive Wisdom (Perception) score of at least 22, or a successful DC 12 Wisdom (Perception) check if characters are actively searching for traps in the area. If the trap is triggered, any creature in the area must succeed on a DC 12 Dexterity saving throw or take 3d6 bludgeoning damage from the falling rubble (half as much damage on a successful save).

3. ARCHER POST

Replace the two goblins here with three **goblin bosses** armed with shortbows.

- **Shortbow.** *Ranged Weapon Attack:* +4 to hit, range 80/320 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage.

4. RUINED BARRACKS

Replace the three goblins here with five **goblin bosses**.

6. HOBGOBLIN BARRACKS

Replace the four hobgoblins with three **hobgoblin captains**.

TREASURE

Replace the quarterstaff with a *staff of the python*. Otherwise, the inventory of weapons is unchanged.

7. BANQUET HALL

Replace the seven ordinary goblins with ten **goblin bosses**. Yegg, their leader, is **goblin boss** with 36 hit points.

8. DARK HALL

Replace the grick lurking here with a **grick alpha**.

A successful DC 12 Intelligence (Religion) check is required to identify the deities depicted here.

TREASURE

Replace the gold statuette with a *figurine of wondrous power* (silver raven).

9. GOBLIN SHRINE

Replace the two ordinary goblins here with four **goblin bosses**. Their leader, Lhupo, has 36 hit points.

TREASURE

The chalice, knife, and censer are filthy, but cleaning them reveals they are worth 150 pp, 60 pp, and 120 pp, respectively.

10. POSTERN GATE

The iron door can be opened with thieves' tools and a successful DC 17 Dexterity check, or knocked down with a successful DC 27 Strength check.

11. RUINED TOWER

A successful DC 17 Wisdom (Perception) check is necessary to spot the footpath leading up to the hidden entrance. If the characters are actively searching for a hidden entrance, a successful DC 12 Wisdom (Perception) check reveals the canvas "door."

12. GUARD BARRACKS

Replace the hobgoblins with **hobgoblin captains**.

13. OWLBEAR TOWER

Replace the owlbear with a **cloak** or a family of three **owlbears** (DM's choice).

TREASURE

A successful DC 17 Wisdom (Perception) is required to spot the chest. Replace its contents with 450 gp, 120 pp, a *potion of greater healing*, a *scroll of greater invisibility*, and a *scroll of creation*.

14. KING'S QUARTERS

King Grol is a **bugbear chief** with 100 hit points. His pet is a **dire wolf** with 60 hit points. Vyerith is a **doppelganger** with 80 hit points and the following uncanny ability:

- **Polymorph Memories.** The doppelganger can use its action to modify the memories of up to five creatures it can see. The creatures must make a DC 14 Wisdom saving throw. On a failure, the targets' memories of the doppelganger within the last 24 hours are permanently eliminated or altered so that the character remembers the doppelganger as a humanoid, provided that the character's interactions lasted no more than 10 minutes. The doppelganger can only alter memories to portray itself as a humanoid that the doppelganger has encountered before. A *remove curse* or *greater restoration* spell cast on the target restores the creature's true memory.

Gundren uses the unique **Rockseeker brother** stat block found in the appendix.

TREASURE

Replace the treasure under Grol's mattress with 220 gp, 80 pp, three *potions of greater healing*, and Gundren's map to Wave Echo Cave.

LEVELING UP

Once the party has defeated Grol and rescued Gundren, they advance to 9th level.

PART 4: WAVE ECHO CAVE

This part of the adventure is designed for characters of at least 9th level. If they have not yet cleared Redbrand Hideout and rescued Gundren, they might not be 9th level, and many of the encounters in this section might be difficult for them.

WANDERING MONSTERS

d12 Roll	Result
1–3	Swarms of insects (2d4)
4–5	Wights (1d4)
6	Ropers (1d4)
7–8	Bugbear chiefs (1d4)
9	Ghouls (1d6)
10	Specters (1d6)
11–12	Black pudding (1)

1. CAVE ENTRANCE

Open Pit. The pit is 40 feet deep. Falling from the edge means taking 4d6 bludgeoning damage.

TREASURE

Tharden's body wears *boots of levitation*.

2. MINE TUNNELS

Replace the ochre jelly with a **black pudding**.

3. OLD ENTRANCE

Replace the stirges with **swarms of insects** (wasps).

4. OLD GUARDROOM

Replace the nine skeletons with six **ghasts** gnawing on ancient bones. These undead immediately lunge to attack any living person they detect.

5. ASSAYER'S OFFICE

The lock on the chest can be opened with thieves' tools and a successful DC 22 Dexterity check. Replace its contents with 600 sp, 180 gp, and 105 pp.

6. SOUTH BARRACKS

Replace the ghouls with **wights**. These were dwarves in life and still carry the battleaxes they wielded while living. They mistake anyone they detect for the intruders who murdered them all those years ago.

8. FUNGI CAVERN

Each creature exposed to the poison gas must succeed on a DC 13 Constitution saving throw or take 6d6 poison damage and be poisoned for 10 minutes.

9. GREAT CAVERN

Replace the ghouls with **wights**. The escarpments are wet from dripping water and require a successful 14 Strength (Athletics) check to climb.

10. DARK POOL

The skeleton wears two platinum and diamond rings (75 pp each) and clutches a *wand of fireballs*.

11. NORTH BARRACKS

A successful DC 20 Strength check is required to force the door open. A creature who succeeds on a DC 12 Wisdom (Perception) check can hear the conversation inside.

Replace the bugbears with **bugbear chiefs**, including one very large bugbear chief with 100 hit points.

TREASURE

Replace the contents of the big bugbear's pouch with 15 sp, 13 gp, and two *potions of vitality*.

12. SMELTER CAVERN

Instead of zombies, the fallen dwarf warriors have arisen as incorporeal **specters**. Replace the flameskull with a **stone golem** that animates and attacks intruders who enter the cavern.

14. WIZARDS' QUARTERS

The undead creature known as **Mormesk** has its own unique stat block found in the appendix.

TREASURE

Replace the contents of the chest with 1,100 sp, 160 gp, 25 pp, three large diamonds (1,000 gp each), and a zurkwood pipe adorned with adamantine filigree (1,500 gp).

15. FORGE OF SPELLS

Replace the spectator with a **gauth** whose stat block can be found in the appendix. Instead of being a sentinel, the gauth is attracted to the power of the Forge of Spells and to the magic items in this room. When the adventurers discover it, the gauth has just recovered from its last feeding and is preparing to consume the power from remaining magic items. So far, Mormesk has been unable to stop this aberration from its magic binging. The gauth sees intruders as thieves trying to steal its food.

Brazier of Green Flame. A successful DC 17 Intelligence (Arcana) check identifies the brazier as a powerful source of magic. It makes metal weapons and armor +2 *weapons* and +2 *armor* respectively for 1d12 hours.

TREASURE

Lightbringer is a +2 *mace* but is otherwise unchanged. Likewise, the only change to *Dragonguard* is that it's a +2 *breastplate*.

18. COLLAPSED CAVERN

Replace the bugbears with an equal number of **bugbear chiefs**. Vhalak is a **doppelganger** with 80 hit points and the following uncanny ability:

- Polymorph Memories.** The doppelganger can use its action to modify the memories of up to five creatures it can see. The creatures must make a DC 14 Wisdom saving throw. On a failure, the targets' memories of the doppelganger within the last 24 hours are permanently eliminated or altered so that the character remembers the doppelganger as a humanoid, provided that the character's interactions lasted no more than 10 minutes. The doppelganger can only alter memories to portray itself as a humanoid that the doppelganger has encountered before. A *remove curse* or *greater restoration* spell cast on the target restores the creature's true memory.



DEVELOPMENTS

If alone and outnumbered, Vhalak uses his Polymorph Memories ability to try to make the heroes forget he was ever there as he runs to warn Nezznar.

TREASURE

Replace the *gauntlets of ogre power* with a *belt of hill giant strength*. A successful DC 22 Wisdom (Perception) check is required to find the dwarf's remains.

19. TEMPLE OF DUMATHOIN

Nezznar is a **drow mage** flanked by four **giant spiders**. If warned about the party's arrival, he casts *greater invisibility* on himself before they enter. Instead of carrying a *spider staff*, Nezznar wears a *cloak of arachnida*, allowing him to climb walls and cast the *web* spell, among other things.

Statue. A successful DC 12 Strength check is required to remove one of the statue's eyes. If the ceiling begins collapsing, each creature in the room must make a DC 17 Dexterity saving throw, taking 4d10 bludgeoning damage from falling rubble and falling prone on a failure, or taking only half the damage on a success.

TREASURE

In addition to the key, Nezznar carries a *potion of greater healing* and wears a *cloak of arachnida*. Replace the contents of the sack in the room with 900 gp, 260 pp, nine gemstones (100 gp each), and a dwarven ale mug made of wrought platinum (1000 gp).

20. PRIESTS' QUARTERS

Nundro uses the **Rockseeker brother** stat block found in the appendix.

CONCLUSION

If Nundro is rescued and survives the adventure or the Black Spider is killed or captured, the characters should advance to 10th level.

BRUSH BLIGHT

Small plant, neutral evil

Armor Class 14 (natural armor)

Hit Points 22 (4d6 + 8)

Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	15 (+2)	14 (+2)	4 (-3)	8 (-1)	3 (-4)

Skills Stealth +4

Damage Vulnerabilities fire

Damage Resistances bludgeoning, piercing

Condition Immunities blinded, deafened

Senses blindsight 60 ft. (blind beyond this radius), passive Perception 9

Languages understands Common but can't speak

Challenge 1 (200 XP)

False Appearance. While the blight remains motionless, it is indistinguishable from a dead shrub.

Actions

Multiattack. The blight makes two attacks with its claws.

Claws. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 7 (2d4 + 2) slashing damage.

Brush blights look like twig blights, but their woody form is harder and their branches come to a sharper point.



EMBER ZOMBIE

Medium undead, neutral evil

Armor Class 10 (natural armor)

Hit Points 22 (3d8 + 9)

Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	6 (-2)	16 (+3)	3 (-4)	6 (-2)	5 (-3)

Saving Throws Wis +0

Damage Resistances fire

Damage Immunities poison

Condition Immunities charmed, exhaustion, poisoned

Senses darkvision 60 ft., passive Perception 8

Languages understands Common but can't speak

Challenge 2 (450 XP)

Death Plume. When the zombie dies, it explodes in a burst of hot ash. Each creature within 5 feet of it must make a DC 13 Dexterity saving throw, taking 14 (4d6) fire damage on a failed save, or half as much damage on a successful one.

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

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

Actions

Multiattack. The zombie makes two melee attacks.

Slam. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) bludgeoning damage, plus 2 (1d4) fire damage.

These ashen zombies have glowing eyes, hinting at the fire within.



FELL BANSHEE

Medium undead, chaotic evil

Armor Class 13

Hit Points 121 (22d8 + 22)

Speed 0 ft., fly 40 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
1 (-5)	16 (+3)	12 (+1)	12 (+1)	11 (+0)	20 (+5)

Saving Throws Wis +3, Cha +8

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

Damage Immunities cold, necrotic, poison

Condition Immunities charmed, exhaustion, frightened, grappled, paralyzed, petrified, poisoned, prone, restrained

Senses darkvision 60 ft., passive Perception 10

Languages Common, Elvish

Challenge 7 (2,900 XP)

Detect Life. The banshee can magically sense the presence of creatures up to 5 miles away that aren't undead or constructs. She knows the general direction they're in but not their exact locations.

Incorporeal Movement. The banshee can move through other creatures and objects as if they were difficult terrain. She takes 5 (1d10) force damage if she ends her turn inside an object.

Actions

Multiattack. The banshee makes two corrupting touch attacks.

Corrupting Touch. *Melee Spell Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 15 (3d6 + 5) necrotic damage.

Horrifying Visage. Each non-undead creature within 60 feet of the banshee that can see her must succeed on a DC 16 Wisdom saving throw or be frightened for 1 minute. A frightened target can repeat the saving throw at the end of each of its turns, with disadvantage if the banshee is within line of sight, ending the effect on itself on a success. If a target's saving throw is successful or the effect ends for it, the target is immune to the banshee's Horrifying Visage for the next 24 hours.

Wail (1/Day). The banshee releases a mournful wail, provided that she isn't in sunlight. This wail has no effect on constructs and undead. All other creatures within 30 feet of her that can hear her must make a DC 16 Constitution saving throw. On a failure, a creature drops to 0 hit points. On a success, a creature takes 35 (10d6) psychic damage.



GAUTH

Medium aberration, lawful evil

Armor Class 15 (natural armor)
Hit Points 67 (9d8 + 27)
Speed 0 ft., fly 20 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	16 (+3)	15 (+2)	15 (+2)	13 (+1)

Saving Throws Int +5, Wis +5, Cha +4
Skill Checks Perception +5
Condition Immunities prone
Senses darkvision 120 ft., passive Perception 15
Languages Deep Speech, Undercommon
Challenge 6 (2,300 XP)

Stunning Gaze. When a creature that can see the gauth's central eye starts its turn within 30 feet of the gauth, the gauth can force it to make a DC 14 Wisdom saving throw if the gauth isn't incapacitated and can see the creature. A creature that fails the save is stunned until the start of its next turn. Unless surprised, a creature can avert its eyes at the start of its turn to avoid the saving throw. If the creature does so, it can't see the gauth until the start of its next turn, when it can avert its eyes again. If the creature looks at the gauth in the meantime, it must immediately make the save.

Death Throes. When the gauth dies, the magical energy within it explodes, and each creature within 10 feet of it must make a DC 14 Dexterity saving throw, taking 13 (3d8) force damage on a failed save, or half as much damage on a successful one.

Actions

Bite. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 9 (2d8) piercing damage.

Eye Rays. The gauth shoots three of the following magical eye rays at random (reroll duplicates), choosing one to three targets it can see within 120 feet of it:

1. **Devour Magic Ray.** The targeted creature must succeed on a DC 14 Dexterity saving throw or have one of its magic items lose all magical properties until the start of the gauth's next turn. If the object is a charged item, it also loses 1d4 charges. Determine the affected item randomly, ignoring single-use items such as potions and scrolls.

2. **Enervation Ray.** The targeted creature must make a DC 14 Constitution saving throw, taking 18 (4d8) necrotic damage on a failed save, or half as much damage on a successful one.

3. **Pushing Ray.** The targeted creature must succeed on a DC 14 Strength saving throw or be pushed up to 15 feet directly away from the gauth and have its speed halved until the start of the gauth's next turn.

4. **Fire Ray.** The targeted creature must succeed on a DC 14 Dexterity saving throw or take 22 (4d10) fire damage.

5. **Paralyzing Ray.** The targeted creature must succeed on a DC 14 Constitution saving throw or be paralyzed for 1 minute. The target can repeat the saving throw at the end of each of its turns, ending the effect on itself on a success.

6. **Sleep Ray.** The targeted creature must succeed on a DC 14 Wisdom saving throw or fall asleep and remain unconscious for 1 minute. The target awakens if it takes damage or another creature takes an action to wake it. This ray has no effect on constructs and undead.



HAMUN KOST

Medium humanoid (human), lawful evil

Armor Class 12 (15 with *mage armor*)

Hit Points 45 (10d8)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (-1)	14 (+2)	11 (+0)	17 (+3)	12 (+1)	11 (+0)

Saving Throws Int +6, Wis +4

Skills Arcana +6, History +6

Senses passive Perception 11

Languages Common, Draconic, Dwarvish, Elvish

Challenge 7 (2,900 XP)

Spellcasting. Hamun is a 10th-level spellcaster. His spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). Hamun has the following wizard spells prepared:

Cantrips (at will): *chill touch*, *light*, *mage hand*, *shocking grasp*

1st level (4 slots): *mage armor*, *magic missile*, *ray of enfeeblement*, *shield*

2nd level (3 slots): *animate dead*, *misty step*

3rd level (3 slots): *counterspell*, *fireball*, *sending*

4th level (3 slots): *blight*, *greater invisibility*

5th level (2 slots): *cloudkill*

Actions

Withering Touch. *Melee Spell Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 5 (2d4) necrotic damage.

Reactions

Grim Harvest (1/Turn). When he kills a creature that is neither a construct nor undead with a spell of 1st level or higher, Hamun regains hit points equal to twice the spell's level, or three times if it is a necromancy spell.

KLARG

Medium humanoid (goblinoid), chaotic evil

Armor Class 18 (breastplate, shield)

Hit Points 113 (15d8 + 45)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	14 (+2)	17 (+3)	11 (+0)	12 (+1)	11 (+0)

Skills Intimidation +3, Stealth +8, Survival +4

Senses darkvision 60 ft., passive Perception 11

Languages Common, Goblin

Challenge 6 (2,300 XP)

Brute. A melee weapon deals one extra die of its damage when Klarg hits with it (included in the attack).

Heart of Hruggek. Klarg has advantage on saving throws against being charmed, frightened, paralyzed, poisoned, stunned, or put to sleep.

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

Actions

Multiattack. Klarg makes three melee attacks.

Morningstar. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 14 (2d8 + 5) piercing damage.

Javelin. *Melee or Ranged Weapon Attack:* +8 to hit, reach 5 ft. or range 30/120 ft., one target. *Hit:* 12 (2d6 + 5) piercing damage in melee or 8 (1d6 + 5) piercing damage at range.



MORMESK

Medium undead, neutral evil

Armor Class 13 (16 with *mage armor*)

Hit Points 75 (10d8 + 30)

Speed 0 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
6 (-2)	16 (+3)	16 (+3)	17 (+3)	14 (+2)	15 (+2)

Damage Resistances acid, cold, fire, lightning, thunder; bludgeoning, piercing, and slashing from nonmagical weapons that aren't silvered

Damage Immunities necrotic, poison

Condition Immunities charmed, grappled, paralyzed, petrified, poisoned, prone, restrained

Senses darkvision 60 ft., passive Perception 12

Languages Common, Infernal

Challenge 8 (3,900 XP)

Incorporeal Movement. The wraith can move through an object or another creature, but can't end its turn there.

Sunlight Sensitivity. While in sunlight, the wraith has disadvantage on attack rolls and on Wisdom (Perception) checks that rely on sight.

Spellcasting. The wraith is a 10th-level spellcaster. Its spellcasting ability is Intelligence (spell save DC 14, +6 to hit with spell attacks). The wraith has the following wizard spells prepared:

Cantrips (at will): *mage hand*, *minor illusion*, *poison spray*, *ray of frost*

1st level (4 slots): *mage armor*, *magic missile*, *shield*, *witch bolt*

2nd level (3 slots): *detect thoughts*, *misty step*, *see invisibility*

3rd level (3 slots): *animate dead*, *lightning bolt*

4th level (3 slots): *Evard's black tentacles*, *greater invisibility*

5th level (2 slots): *cloudkill*

Actions

Life Drain. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one creature. *Hit:* 16 (3d8 + 3) necrotic damage, and the target must succeed on a DC 14 Constitution saving throw or its hit point maximum is reduced by an amount equal to the damage taken. If this attack reduces the target's hit point maximum to 0, the target dies. This reduction to the target's hit point maximum lasts until the target finishes a long rest.

ORC BLADE OF ILNEVAL

Medium humanoid (orc), chaotic evil

Armor Class 18 (chain mail, shield)

Hit Points 60 (8d8 + 24)

Speed 30 ft.

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

Saving Throws Wis +3

Skills Insight +3, Intimidation +4, Perception +3

Senses darkvision 60 ft., passive Perception 13

Languages Common, Orc

Challenge 4 (1,100 XP)

Aggressive. As a bonus action, the orc can move up to its speed toward a hostile creature that it can see.

Foe Smiter of Ilneval. The orc deals an extra die of damage when it hits with a longsword attack (included in the attack).

Actions

Multiattack. The orc makes two melee attacks with its longsword or two ranged attacks with its javelins. If Ilneval's Command is available to use, the orc can use it after these attacks.

Longsword. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 12 (2d8 + 3) slashing damage, or 14 (2d10 + 3) slashing damage when used with two hands.

Javelin. *Melee or Ranged Weapon Attack:* +5 to hit, reach 5 ft. or range 30/120 ft., one target. *Hit:* 6 (1d6 + 3) piercing damage.

Ilneval's Command (Recharge 4–6). Up to three allied orcs within 120 feet of this orc that can hear it can use their reactions to each make one weapon attack.



ORC RED FANG OF SHARGAAS

Medium humanoid (orc), chaotic evil

Armor Class 15 (studded leather)
Hit Points 52 (8d8 + 16)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	16 (+3)	15 (+2)	9 (-1)	11 (+0)	9 (-1)

Skills Intimidation +1, Perception +2, Stealth +5
Senses darkvision 60 ft., passive Perception 12
Languages Common, Orc
Challenge 3 (700 XP)

Cunning Action. On each of its turns, the orc can use a bonus action to take the Dash, Disengage, or Hide action.

Hand of Shargaas. The orc deals an 2 extra dice of damage when it hits a target with a weapon attack (included in its attacks).

Shargaas's Sight. Magical darkness doesn't impede the orc's darkvision.

Slayer. In the first round of a combat, the orc has advantage on attack rolls against any creature that hasn't taken a turn yet. If the orc hits a creature that round who was surprised, the hit is automatically a critical hit.

Actions

Multiattack. The orc makes two scimitar or dart attacks.

Scimitar. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 13 (3d6 + 3) slashing damage.

Dart. *Ranged Weapon Attack:* +5 to hit, range 20/60 ft., one target. *Hit:* 10 (3d4 + 3) piercing damage.

Veil of Shargaas (Recharges after a Short or Long Rest). The orc casts *darkness* without any components. Wisdom is its spellcasting ability.

REDBRAND THUG

Medium humanoid, neutral evil

Armor Class 16 (studded leather)
Hit Points 65 (10d8 + 20)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	18 (+4)	14 (+2)	9 (-1)	9 (-1)	11 (+0)

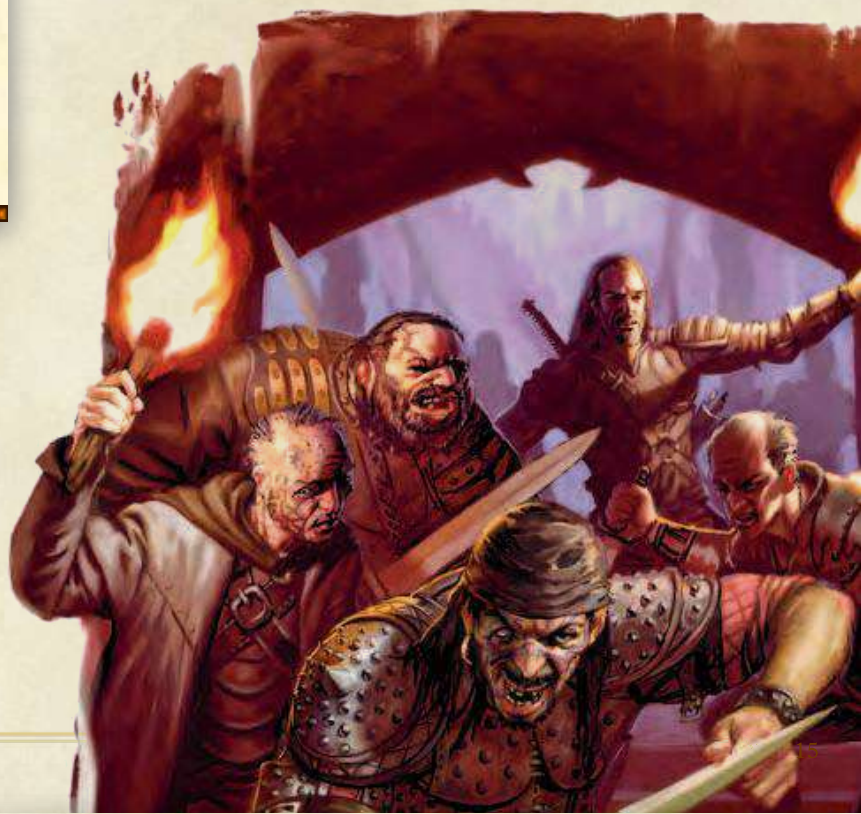
Skills Intimidation +4
Senses passive Perception 9
Languages Common
Challenge 3 (700 XP)

Equipment. The thug wears a grimy crimson cloak.

Actions

Multiattack. The Redbrand makes three melee attacks.

Shortsword. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 8 (1d6 + 4) slashing damage.



ROCKSEEKER BROTHER

Medium humanoid (dwarf), neutral good

Armor Class 10
Hit Points 11 (2d8 + 2)
Speed 25 ft.

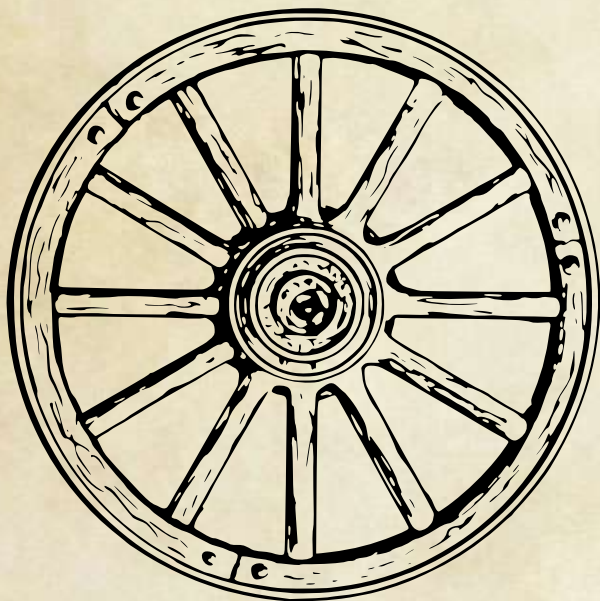
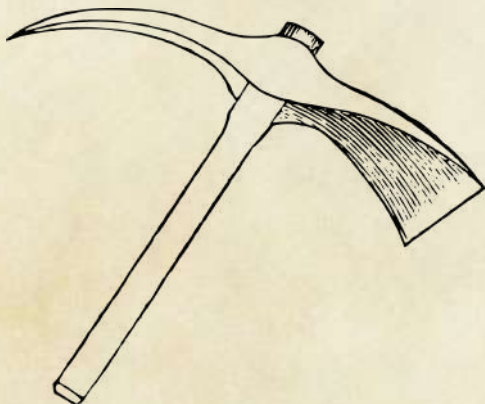
STR	DEX	CON	INT	WIS	CHA
12 (+1)	10 (+0)	12 (+1)	10 (+0)	10 (+0)	10 (+0)

Senses darkvision 60 ft., passive Perception 10
Languages Common, Dwarvish
Challenge 1/8 (25 XP)

Dwarven Resilience. The dwarf has advantage on saving throws against poison.

Actions

Miner's Pick. *Melee Weapon Attack:* +3 to hit, reach 5 ft., one target. *Hit:* 5 (1d8 + 1) piercing damage.



VETERAN GRIFFON RIDER

Medium humanoid (human), neutral good

Armor Class 16 (chain mail)
Hit Points 105 (14d8 + 42)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
17 (+3)	10 (+0)	16 (+3)	10 (+0)	13 (+1)	12 (+1)

Saving Throws Str +6, Con +6, Wis +4
Skills Perception +4
Senses passive Perception 14
Languages Common
Challenge 5 (1,800 XP)

Indomitable (1/Day). Sildar can reroll a saving throw that he fails.

Actions

Multiattack. Sildar makes three melee attacks.

Longsword. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 3) slashing damage.

Heavy Crossbow. *Ranged Weapon Attack:* +3 to hit, range 100/400 ft., one target. *Hit:* 5 (1d10) piercing damage.

Reactions

Feather Fall. Sildar wears a magic ring with which he can cast the *feather fall* spell on himself once as a reaction to falling. After the spell is cast, the ring becomes nonmagical.

Parry. When an attacker hits Sildar with a melee attack and Sildar can see the attacker, he can roll 1d6 and add the number rolled to his AC against the triggering attack, provided that he's wielding a melee weapon.

