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Classic Adventure
Module Conversion



Lost Tomb of Martek

By Stan Shimm

For Character Levels 7-9



Classic Modules Today

A D&D 5th Edition Conversion of the Early Edition Adventure Module

I5 LOST TOMB OF MARTEK

By Stan Shinn

Introduction: In 1983, TSR published the module named “Lost Tomb of Martek” with the module code “I5”. It was written by Tracy Hickman, and illustrated by Jim Holloway and Harry Quinn. It consisted of one 32 page booklet and two cover folders with wilderness and dungeon maps. Lost Tomb of Martek was the third module of a three module series that included **I3 Pharaoh**, and **I4 Oasis of the White Palm**. This conversion guide allows DMs to run the original module with 5th Edition rules and provides a reference sheet for encounters.

An adventure for 7th– 9th level characters

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I5: LOST TOMB OF MARTEK

Introduction

To use this conversion guide you will need a copy of "I5 Lost Tomb of Martek", originally available in hard-copy and now for sale in Digital format at www.dndclassics.com.

This document gives DMs advice to convert the module to the latest 5th Edition rules and guidance on preparing the adventure. A list of random and planned encounters provide a quick in-game reference. Most creatures refer to stat blocks in the D&D 5e Monster Manual. A few creatures have full stat blocks in the Special Creatures section at the end of this conversion guide.

Page listings may refer to abbreviations: MM (Monster Manual), CR (Challenge rating), and DMG (Dungeon Master Guide). All other page number refer to the locations in the original 'Lost Tomb of Martek' module. Key text is in **bold** for easy scanning. Magic items are noted in *italics*.

Find more information about this and other early edition conversions at www.classicmodulestoday.com.

Reference Sheet

For convenience, there is a Reference Sheet at the end of this document which summarizes the key information you'll need during the game onto one concise sheet. You can print this onto a single, double-sided page (perhaps on colored cardstock) as a handy tool that you can use alongside a hard copy of the module. After reading this document, all you'll need to run the game is the original module, the Monster Manual, the Reference Sheet, and optionally any notes or visuals you've prepared.

Adventure Summary

The adventurers begin in the Desert of Desolation, possibly after having recovered Princess Shadalah, and released Aeraldoth the djinni vizier in **I4 Oasis of the White Palm**.

The adventurers are now in possession of all three **Star Gems** needed to locate and enter the tomb of Martek. The adventurers begin in the desert, close to the Skysea. It can't be crossed due to the incredible heat it puts out, and cannot be circumvented to the south. While it can be gotten around to the north, the hills will make travel slow and treacherous. The adventurers will likely stumble upon a cloudskate, a ship designed to cross the Skysea while keeping its passengers safe from the killing heat. They could discover the pillars of Martek first, the key to getting into the tomb, or they could find one of the oracle shrines, which will lead them to the pillars. Once the pillars are rung, the adventurers are transported inside the tomb to the garden.

The garden is home to two factions, the guilders and the maddogs. They are both hopelessly inbred and hostile to each other. There are also four other people who found their way here recently, and have their own agenda. The wizard Trifakas, and his cohorts Sardok and Pawnis, want to escape

and loot Martek's treasure in the process. The noble warrior Percivlis simply wishes to assist in freeing the land from the efreeti.

The adventurers will find clues in the garden to use the Star Gems to open doors leading further into the tomb. However Trifakas' group will try to steal the gems to open the doors and get a head start. If they can't, they will follow the adventurers after they open the doors.

Once past Martek's guardian, the Iron Phoenix, the adventurers will have to retrieve three crystal minarets from three different worlds. Once they do this, they will be able to enter Martek's final tomb. There they can finally use the Star Gems to bring Martek back from the dead, destroy the efreeti permanently, and return to their own homeland.

Converting to the Realms

This brief guide outlines a few thematic changes and additions to bring "Lost Tomb of Martek" into the Forgotten Realms world of Faerûn.

The Forgotten Realms wiki has a high resolution map of Faerûn [here](#) that can help you find the location described below.

In 1987, the original **I3-5** modules were combined into one large "supermodule" called **Desert of Desolation**. At that time, the location of the desert was placed in the **far southeast of Faerûn**, in the area known as the **Raurin desert**.

More information and maps are available [here](#).

Please note that the map shown at the above web address has an error. The spot marked "**Tomb of Amun-Re**" is actually the location of the "**Crypt of Badr Al-Mosak**".

GM Notes

Special rules and tactics to brush up on prior to the game:

- Leverage **Conversation Reaction table (DMG 245)** for NPC reactions.
- Be familiar with the **factions** of the oasis.
- The characters will be provided with **two weeks of food and seven days of water for themselves and their mounts**. They are also given a choice of a **camel** or **horse** as a mount. If the water runs out, the characters must spend time foraging or use spells to make water, or they face dehydration.
- Use the **Fatigue rules** if the characters travel more than **ten hours** a day or have nothing to eat or drink. Use the rules for their mounts if they don't feed or water them!
- Be familiar with the rules for **Extreme Heat, Foraging, and Becoming Lost (DMG 110-112)**.
- Know how to use **perception** rules for **traps, secret doors, and stealthed creatures**.
- Determine **spell tactics** for spell casters.
- The **ancient runes and hieroglyphs** inscribed throughout the desert can be interpreted with a successful **DC 14 Intelligence (History)** check.
- Be familiar with how things work in the **Black Abyss** and the **Mobius Tower**.
- When the module refers to "a **turn**" or "**one turn**", it means **10 minutes** of game time.

Visuals

Suggested visuals to create:

- **Player's version** of the **Garden of the Cursed** map.
- **Note cards** with **rumors**, the **oracle shrine** speech, **translated inscriptions**.

Random Encounters

Desert of Desolation

Roll 1d12

- | | |
|------------------------|-------------------------|
| 1. Dustdiggers (5) | 7. Acid rain |
| 2. Sandman (1) | 8. Thunderherders (120) |
| 3. Thunderherders (40) | 9. Dustdiggers (3) |
| 4. Dustdigger (1) | 10. Giant spiders (5) |
| 5. Sandmen (6) | 11. Special encounter |
| 6. Dust storm | 12. Special encounter |

Special Encounter Subtable

Roll 1d4

- | | |
|--------------------|----------------------------|
| 1. Purple worm (1) | 3. Djinni/efreeti fight #1 |
| 2. Mirage | 4. Djinni/efreeti fight #2 |

Skysea

Roll 1d6

- | | |
|--------------------------|-----------------------|
| 1. Purple worm (1) | 4. Glass pirates (30) |
| 2. Skittercrabs (10) | 5. Special encounter |
| 3. Spectral minions (20) | 6. Special encounter |

Special Encounter Subtable

Roll 1d4

- | | |
|------------------------|---------------------|
| 1. Wanderer (1) | 3. Dead Adventurers |
| 2. Spectral minion (1) | 4. Ghost ship (1) |

Garden of the Cursed

Roll 1d12

- | | |
|------------------------|-----------------------|
| 1. Maddogs (8) | 7. Guilders (12) |
| 2. Guilders (6) | 8. Maddogs (8) |
| 3. Giant spiders (6) | 9. Giant spiders (8) |
| 4. Giant scorpions (4) | 10. Guilders (8) |
| 5. Grenade palms (2) | 11. Special encounter |
| 6. Grenade palms (4) | 12. Special encounter |

Special Encounter Subtable

Roll 1d6

- | | |
|-------------|------------------------------|
| 1. Trifakas | 4. Villagemaster Bandik |
| 2. Pawnis | 5. Percivilis |
| 3. Sardok | 6. Roll again on this table. |

Black Abyss

Roll 1d12

- | | |
|-------------------------|--------------------------|
| 1. Xorn (1) | 7. Dopplegangers (3) |
| 2. Umber hulks (3) | 8. Xorn (3) |
| 3. Troglydtes (10) | 9. Umber hulk (1) |
| 4. Spectral minions (6) | 10. Spectral minions (8) |
| 5. Otyughs (3) | 11. Special encounter |
| 6. Otyugh (1) | 12. Special encounter |

Special Encounter Subtable

Roll 1d4

- | | |
|--------------------|----------------|
| 1. Adventurers (3) | 3. Efreeti (1) |
| 2. Djinni (1) | 4. Hero (1) |

Crypt of Al-Alisk

Roll 1d4

- | | |
|-------------------------|--------------------------|
| 1. Spectral minions (8) | 3. Wraiths (6) |
| 2. Wights (8) | 4. Spectral minions (10) |

Citadel of Martek

Roll 1d10

- | | |
|--------------------------|---------------------------|
| 1. Spectral minions (16) | 6. Giant scorpions (8) |
| 2. Cryptknights (6) | 7. Mummies (4) |
| 3. Androsphinx (1) | 8. Minotaur skeletons (6) |
| 4. Poisonous snakes (12) | 9. Cockatrices (6) |
| 5. Giant spiders (12) | 10. Ghosts (3) |

Planned Encounters

Desert of Desolation

B. Sinkholes: Treat as quicksand (**DMG 110**).

D. Skysea: Use heat damage rules as written, including hot spots.

F. Grounded cloudskate: It takes 1d3 hours to dig out the cloudskate. When the ship is pushed onto the glass, it rights itself and is ready to use.

H. Pillars of Martek. Striking a crystal pillar hard will cause

the tomb to appear as described. The secret door can be found on a DC 20 passive Wisdom (Perception) check to spot, or DC 15 Wisdom (Perception) check if actively searching. A DC 15 Intelligence (Investigation) check will determine how to open it.

H1. Entry Below: Lightning wall trap.

H3. Corridor: Spear trap.

Garden of the Cursed

I1. Garden: Normal movement and sight distance.

I2. Jungle: Counts as difficult terrain and maximum sight distance is 20 feet.

I4. Dais of Reception: Guilders (20), Pawnis.

I5. Village of the Guilders: Guilders (88), Villagemaster Bandik, Pawnis.

I7. Trifakas' Camp: Trifakas, Sardok.

I8. Camp of the Maddogs: Maddogs (53), Percivlis.

I10. Mound of the Lawgivers: Thrown stones inflict (1d4 + Strength modifier) bludgeoning damage.

Crystal Prism

J2. Phoenix: Iron Phoenix (1), fire pit hazard (4).

Black Abyss

K2. Land End: Winds here blow towards area **K8** at a rate of **20 feet per round**. This affects anyone flying. The flying creature must spend **20 feet** of movement per round just to maintain position, otherwise they are blown in that direction.

K3. Distance: Use the distance distortion rules as written. Roll once per 10 minutes of game time. Winds here blow towards area **K8** at a rate of **40 feet per round**. Any flying creature must spend **40 feet** of movement per round just to maintain position, otherwise they are blown in that direction.

K4. Time-frame Distortion: Wind speed remains **40 feet per round**. Use the following rules instead of the ones in the module. Roll once per **10 minutes** of game time.

Roll 1d6	Time Speed	Attack rolls	# of Attacks	Movement speed
1-2	Slow	Disadvantage	1 only	Half speed
3-4	Normal	Normal	Normal	Normal
5-6	Fast	Advantage	1 extra	Double speed

K5. Magical Distortion: Wind speed remains **40 feet per round**. Use the provided table with the following change to result #1 "Roll 1d10, rerolling a result of 10. The result is the **actual level** of spell cast, even if it's a level the caster can't normally use. **Randomly** determine a spell of that level from the lists in the **Player's Handbook**. The spell will consume a **slot** of the **highest level** the caster is capable of using.

Mobius Tower

L1b. Apartment of the Firstwife: Banshee (1)

L1f. Cloak Room: Cryptknight (1)

L1l. Bottleroom: Djinni (1). In gratitude for being freed from the bottle, he will help the adventurers one time, with a battle for example. He can't grant wishes or undo the time lock.

L2c. Room of State: Mummy (1).

L2d. Lost Hall: Efreeti (1). The staff of teleportation has 5 charges, does not recharge, and can only affect non-living items of 20 pounds or less. The staff will not leave the tower with the adventurers.

L2g. Guardroom: Ghost (1).

L2h. Treasury: Cryptknights (3).

L3e. Audience: Guardian of Time (1). The medallion of time-frame will not leave the tower with the adventurers.

Crypt of Al-Alisk

M4. Death Watch: Spectral minions (20).

M5b. Catacombs: Spectral minions (6), wraith (1).

M5p. Cockpit: Cockatrices (5).

M5q. Spirits Room: Banshee (1).

Citadel of Martek

N2. Tomb of Martek: Cryptknights (4).

N3 and N4. Each character may search each room twice only.

Magic Items

1. **Book of infinite spells (replace with a Charm - DMG 228)*
2. *Crystal ball*
3. *Dancing sword*
4. *Liahona (See Special Items)*
5. **Libram of gainful conjuration (replace with a Charm - DMG 228)*
6. *Morning star +1 (upgrade to +2)*
7. *Potion of clairaudience (replace with potion of clairvoyance)*
8. *Ring of protection*
9. *Scale mail +1 (replace with chain mail +2)*
10. **Scroll of protection from petrification (replace with Keoghtum's ointment)*
11. **Scroll of protection from undead*
12. *Shield +5 (downgrade to +3)*
13. *Sword, nine lives stealer (replace with sword of life stealing)*
14. **Tome of clear thought*
15. *Tome of Time (See Special Items)*
16. **Tome of understanding*
17. *Wand of fireballs*
18. **Wizard scroll of polymorph*
19. **Wizard scroll of 3 spells, levels 1-6 (random)*
20. **Wizard scroll of 4 spells, levels 1-6 (random)*
21. **Wizard scroll of 7 spells, levels 1-4 (random)*

***These items** might be found in areas **N3** and **N4** of Martek's citadel, but there is **no guarantee**.

Traps

- **Fire Pit Hazard (pg. 14):** A wide pit, 100 feet deep and filled with roaring flames. If a creature is shoved or dropped into a fire pit, it takes 10d6 falling damage. For each round it remains in the pit, it takes 2d10 fire damage.
- **Grenade Palm Hazard (pg. 11):** These palms have fruit that resemble small pineapples. When any creature walks near the grenade palm, there is a 20% chance one

fruit falls from the tree (roll percentile dice, on a result of 01 - 20 the fruit falls). The fruit explodes on contact with the ground. Any creature within 10 feet must make a DC 13 Dexterity saving throw. On a failure it takes 2d10 piercing damage, but no damage on a successful saving throw.

- **Lightning Wall Trap (pg. 10):** This trap is triggered by pressing a golden disk on top of an altar. A DC 20 Intelligence (Investigation) check allows character to notice the trap based on alterations to the locking mechanism. A DC 15 Intelligence (Investigation) check to determine how to disarm it, followed by a DC 15 Dexterity check using thieves tools to disable it. When triggered, the entry door closes over one round while a wall of lightning crosses the room in the same time span. All creatures should roll initiative, with the wall having an initiative roll as well (roll with a +3 bonus). Anyone with a higher initiative can exit the room before the wall hits. Otherwise creatures hit by the wall take 12d6 lightning damage. A successful DC 14 Constitution saving throw reduces damage by half.
- **Spear Trap (pg. 10):** Triggered by opening a secret door. DC 15 passive Wisdom (Perception) check to spot, or DC 12 Wisdom (Perception) check if actively searching. DC 15 Intelligence (Investigation) check to determine how to disarm, followed by a DC 15 Dexterity check using thieves tools to disable it. When triggered, the creature opening the door takes 2d10 piercing damage.

Monsters

1. **Adventurer:** (as gladiator, MM 346, CR 5, 1800 XP)
2. **Banshee:** (MM 23, CR 4, 1100 XP)
3. **Cockatrice:** (MM 42, CR 1/2, 100 XP)
4. **Cryptknight:** (See Special Creatures)
5. **Djinni:** (MM 144, CR 11, 7200 XP)
6. **Doppelganger:** (MM 82, CR 3, 700 XP)
7. **Dustdigger:** (See Special Creatures)
8. **Efreeti:** (MM 145, CR 11, 7200 XP)
9. **Ghost:** (MM 147, CR 4, 1100 XP)
10. **Ghost ship:** (See Special Creatures)
11. **Giant poisonous snake:** (MM 327, CR 1/4, 50 XP)
12. **Giant scorpion:** (MM 327, CR 3, 700 XP)
13. **Giant spider:** (MM 328, CR 1, 200 XP)
14. **Glass pirate:** (as skeleton, MM 272, CR 1/4, 50 XP)
15. **Guildler:** (as scout, MM 349, CR 1/2, 100 XP)
16. **Hero:** (as gladiator, MM 346, CR 5, 1800 XP)
17. **Iron Phoenix:** (See Special Creatures)
18. **Maddog:** (as thug, MM 350, CR 1/2, 100 XP)
19. **Mummy:** (MM 228, CR 3, 700 XP)
20. **Otyugh:** (MM 248, CR 5, 1800 XP)
21. **Pawnis:** (See Special Creatures)
22. **Percivlis:** (use knight, MM 347, CR 3, 700 XP)
23. **Poisonous snake:** (MM 334, CR 1/8, 25 XP)
24. **Purple Worm:** (MM 255, CR 15, 13000 XP)
25. **Sandman:** (See Special Creatures)
26. **Sardok:** (See Special Creatures)
27. **Skeleton, minotaur:** (MM 273, CR 2, 450 XP)
28. **Skittercrabs:** (use giant crab with fire immunity, MM 324, CR 1/8, 25 XP)

29. **Spectral minion:** (See Special Creatures)
30. **Thunderherder:** (See Special Creatures)
31. **Trifakas:** (See Special Creatures)
32. **Troglodyte:** (MM 290, CR 1/4, 50 XP)
33. **Umbur hulk:** (MM 292, CR 5, 1800 XP)
34. **Veteran:** (MM 350, CR 3, 700 XP)
35. **Villagemaster Bandik:** (as bandit captain, MM 344, CR 2, 450 XP)
36. **Wight:** (MM 300, CR 3 (700 XP)
37. **Wraith:** (MM 302, CR 5, 1800 XP)
38. **Xorn:** (MM 304, CR 5, 1800 XP)
39. **Zombie:** (MM 316, CR 1/4, 50 XP)

Special Creatures

Cryptknight

Medium undead, neutral evil

Armor Class 16 (chain mail)

Hit Points 90 (12d8 + 36)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10 (+0)	16 (+3)	10 (+0)	10 (+0)	12 (+1)

Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons

Damage Immunities necrotic, poison

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

Senses darkvision 60 ft., passive Perception 10

Languages understands Common, but can't speak

Challenge 5 (1800 XP)

Frozen in Time. The cryptknight can't be turned.

Frightful Aura. Any living creature approaching within 10 feet of the cryptknight must succeed at a DC 13 Wisdom saving throw or be frightened for 1 minute.

Actions

Multiattack. The cryptknight makes two greatsword attacks.

Greatsword. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 4) slashing damage.

Dustdigger

Large monstrosity, unaligned

Armor Class 13 (natural armor)

Hit Points 63 (6d10 + 12)

Speed 10 ft., burrow 10 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	8 (-1)	14 (+2)	2 (-4)	10 (+0)	6 (-2)

Condition Immunities blinded, deafened, frightened, prone

Senses tremorsense 30 ft., passive Perception 10

Languages -

Challenge 1 (200 XP)

Illusionary Trap. About 20% of dustdiggers can create a Silent Image spell at will. The image is always of an oasis or pool of water.

Buried Deep. While buried in the sand, the dustdigger can't be detected by Perception checks.

Sinkhole. When the dustdigger detects movement over itself, it deflates and creates a 10 ft. diameter sinkhole of sand. Creatures caught in the sinkhole make a DC 13 Dexterity check. On a success, they may move normally, treating the sinkhole as difficult ground. On a failure, they become restrained.

Actions

Multiattack. The dustdigger can make an engulf attack against a creature in its sinkhole, and can bite a grappled target as a bonus action.

Engulf. *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* Target is grappled.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 12 (2d8 + 3) piercing damage.

Ghost Ship

Huge construct, neutral evil

Armor Class 15

Hit Points 105 (10d12 + 40)

Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10(+0)	18 (+4)	3 (-4)	10 (+0)	1 (-5)

Damage Immunities fire, poison, psychic; bludgeoning, piercing, and slashing from non-magical weapons

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

Senses darkvision 120 ft., passive Perception 10

Languages -

Challenge 6 (2300 XP)

Immutable Form. The ship is immune to any spell or effect that would alter its form.

Actions

Multiattack. The ship can make four melee attacks with various parts and tools.

Spar. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6+4) bludgeoning damage.

Rope. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one creature. *Hit:* 7 (1d6+4) bludgeoning damage, and the target is grappled (escape DC 15). Until this grapple ends, the target is restrained.

Iron Phoenix

Huge construct, unaligned

Armor Class 17 (natural armor)

Hit Points 161 (14d12 + 70)

Speed 10 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	9(-1)	20 (+5)	3 (-4)	11 (+0)	1 (-5)

Damage Immunities poison, psychic; bludgeoning, piercing, and slashing from nonmagical weapons that aren't adamantite

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

Senses darkvision 120 ft., passive Perception 10

Languages understands Common, but can't speak

Challenge 9 (5000 XP)

Rejuvenation. If the iron phoenix is destroyed, it regains all its hit points in one hour.

Regeneration. The iron phoenix regains 5 hit points at the start of its turn. It doesn't regain hit points if reduced to zero hit points.

Immutable Form. The iron phoenix is immune to any spell or effect that would alter its form.

Magic Weapons. The iron phoenix's weapon attacks are magical.

Actions

Multiattack. The iron phoenix makes one attack with its talons and one attack with its beak.

Beak. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. *Hit:* 23 (4d8 + 5) slashing damage.

Talons. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. *Hit:* 19 (4d6 + 5) piercing damage.

Screech (Recharge 5-6). The phoenix emits a piercing screech in a 60 ft. cone. The screech inflicts 6d10 thunder damage; a successful DC 15 Constitution saving throw reduces damage by half.

Pawnis

Medium humanoid (elf), neutral evil

Armor Class 17 (studded leather)

Hit Points 78 (12d8 + 24)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	20(+5)	14 (+2)	13 (+1)	12 (+1)	12 (+1)

Saving Throws Dex +8, Int +4

Skills Perception +7, Sleight of Hand +11, Stealth +11

Senses darkvision 120 ft., passive Perception 17

Languages Common, Elvish, Undercommon

Challenge 8 (3900 XP)

Evasion. If Pawnis is subjected to an effect that allows him to make a Dexterity saving throw to take only half damage, he instead takes no damage if he succeeds on the saving throw, and only half damage if he fails.

Innate Spellcasting. Pawnis' spellcasting ability is Charisma (spell save DC 12). He can innately cast the following spells requiring no material components.

At will: *dancing lights*

1/day each: *darkness*, *faerie fire*, *levitate* (self only)

Sneak Attack (1/turn). Pawnis deals an extra 16 (5d6) damage when he 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 Pawnis that isn't incapacitated and Pawnis doesn't have disadvantage on the attack roll.

Actions

Multiattack. Pawnis makes one shortsword attack, and can make an additional shortsword attack as a bonus action.

Shortsword. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 8 (1d6 + 5) piercing damage and the target must make a DC 15 Constitution saving throw, taking 21 (6d6) poison damage on a failed save, or half as much on a successful one.

Hand Crossbow. *Ranged Weapon Attack:* +8 to hit, range 30/120 ft., one target. *Hit:* 8 (1d6 + 5) piercing damage and the target must make a DC 15 Constitution saving throw, taking 21 (6d6) poison damage on a failed save, or half as much on a successful one.

Reactions

Uncanny Dodge. If Pawnis is hit by an attacker he can see, he can use his reaction to halve the attack's damage against him.

Sandman

Medium elemental, neutral

Armor Class 13 (natural armor)

Hit Points 30 (4d8 + 12)

Speed 10 ft., burrow 10 ft.

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

Damage Vulnerabilities thunder

Damage Immunities poison

Condition Immunities exhaustion, paralyzed, petrified, poisoned, unconscious

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 10

Languages Terran

Challenge 1 (200 XP)

Sleep Aura. Any living creature approaching within 10 feet of

a sandman for the first time must make a DC 11 Wisdom saving throw or fall unconscious. Unconscious victims are woken by any damage or rough shaking, otherwise they sleep for 1 hour.

Actions

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

Sardok

Medium humanoid (human), neutral evil

Armor Class 16 (studded leather)

Hit Points 90 (12d8 + 36)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	18(+4)	16 (+3)	10 (+0)	12 (+1)	10 (+0)

Saving Throws Dex +7, Int +3

Skills Deception +6, Perception +7, Stealth +10

Senses passive Perception 17

Languages Common

Challenge 8 (3900 XP)

Assassin. During his first turn, Sardok has advantage on attack rolls against any creature that hasn't taken a turn. Any hit he scores against a surprised creature is a critical hit.

Evasion. If Sardok is subjected to an effect that allows him to make a Dexterity saving throw to take only half damage, he instead takes no damage if he succeeds on the saving throw, and only half damage if he fails.

Sneak Attack (1/turn). Sardok deals an extra 16 (5d6) damage when he 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 Sardok that isn't incapacitated and Sardok doesn't have disadvantage on the attack roll.

Actions

Multiattack. Sardok makes one rapier attack, and can make a scimitar attack as a bonus action.

Rapier. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage and the target must make a DC 15 Constitution saving throw, taking 24 (7d6) poison damage on a failed save, or half as much on a successful one.

Scimitar. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) slashing damage and the target must make a DC 15 Constitution saving throw, taking 24 (7d6) poison damage on a failed save, or half as much on a successful one.

Reactions

Uncanny Dodge. If Sardok is hit by an attacker he can see, he can use his reaction to halve the attack's damage against him.

Spectral Minion

Medium undead, any alignment

Armor Class 12

Hit Points 22 (4d8 + 4)

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

STR	DEX	CON	INT	WIS	CHA
1 (-5)	14(+2)	12 (+1)	10 (+0)	10 (+0)	10 (+0)

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

Damage Immunities necrotic, poison

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

Senses darkvision 60 ft., passive Perception 10

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

Challenge 1 (200 XP)

Incorporeal Movement. The spectral minion can move through other creatures and objects as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

Actions

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

Thunderherder

Huge beast, unaligned

Armor Class 13 (natural armor)

Hit Points 57 (6d12 + 18)

Speed 20 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10(+0)	17 (+3)	2 (-4)	10 (+0)	6 (-2)

Damage Vulnerabilities thunder

Condition Immunities blinded, prone

Senses tremorsense 60ft., passive Perception 10

Languages —

Challenge 1 (200 XP)

Earthshaking. When thunderherders move, they produce an earthquake-like effect that shakes the sand within 200 feet. Anyone in the area must make a DC 14 Dexterity save or be knocked prone. Those already seated or prone are unaffected.

Actions

Slam. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 15 (3d6+4) bludgeoning damage.

Trifakas

Medium humanoid (human), lawful evil

Armor Class 13 (16 with *mage armor*)

Hit Points 76 (14d8 + 14)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
7 (-2)	16(+3)	12 (+1)	18 (+4)	10 (+0)	15 (+2)

Saving Throws Int +8, Wis +4

Skills Arcana +12, History +8, Perception +4

Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons (with *stoneskin*)

Senses passive Perception 14

Languages Common, Elvish

Challenge 9 (5000 XP)

Magic Resistance. Trifakas has advantage on saving throws against spells and other magical effects.

Spellcasting. Trifakas is a 12th level wizard. His spellcasting ability is Intelligence (spell save DC 16, +8 to hit with spell attacks). Trifakas has the following wizard spells prepared.

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

1st level (4 slots): *charm person*, *comprehend languages*, *mage armor*

2nd level (3 slots): *darkvision*, *misty step*, *web*

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

4th level (3 slots): *dimension door*, *polymorph*, *stoneskin*

5th level (2 slots): *conjure elemental*, *wall of force*

6th level (1 slot): *globe of invulnerability*, *magic jar*

Actions

Dagger. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 5 (1d4 + 3) piercing damage.

Fire Bolt. *Ranged Spell Attack:* +8 to hit, range 120 ft., one target. *Hit:* 16 (3d10) fire damage.

Special Items

Liahona

Wondrous item, rare (requires attunement by a good aligned creature)

This intelligent compass can communicate with its bearer via telepathy when held. It has the following abilities:

- Indicate north at will.
- Cast a *locate object* spell. Once used, it can't be used again until after a long rest.
- Answer one yes or no question, similar to the *commune* spell. Once used, it can't be used again until one full week has passed.

Star Gems

Wondrous item, legendary

The Star Gems were given by Martek to the pharaohs and sheiks of the lands to prepare for the eventual release of the efreeti pasha. The three Star Gems are:

The Star of Mo-pelar. It functions as a *gem of true seeing*.

The Star of Shah-pelar. It can cast a Cure Wounds spell healing 4d8 damage up to three times per day.

The Star of Khan-pelar. It allows a wizard to use Arcane Recovery one extra time per long rest.

Tome of Time

Wondrous item, legendary

The tome contains the following wizard spells: *dimension door, disintegrate, haste, passwall, slow, teleport, teleportation circle, time stop, wish*.

I5 Lost Tomb of Martek Reference Sheet

Random Encounters

Desert of Desolation

Roll 1d12

1. Dustdiggers (5)
2. Sandman (1)
3. Thunderherders (40)
4. Dustdigger (1)
5. Sandmen (6)
6. Dust storm
7. Acid rain
8. Thunderherders (120)
9. Dustdiggers (3)
10. Giant spiders (5)
11. Special encounter
12. Special encounter

Special Encounter Subtable

Roll 1d4

1. Purple worm (1)
2. Mirage
3. Djinni/efreeti fight #1
4. Djinni/efreeti fight #2

Skysea

Roll 1d6

1. Purple worm (1)
2. Skittercrabs (10)
3. Spectral minions (20)
4. Glass pirates (30)
5. Special encounter
6. Special encounter

Special Encounter Subtable

Roll 1d4

1. Wanderer (1)
2. Spectral minion (1)
3. Dead Adventurers
4. Ghost ship (1)

Garden of the Cursed

Roll 1d12

1. Maddogs (8)
2. Guilders (6)
3. Giant spiders (6)
4. Giant scorpions (4)
5. Grenade palms (2)
6. Grenade palms (4)
7. Guilders (12)
8. Maddogs (8)
9. Giant spiders (8)
10. Guilders (8)
11. Special encounter
12. Special encounter

Special Encounter Subtable

Roll 1d6

1. Trifakas
2. Pawnis
3. Sardok
4. Villagemaster Bandik
5. Percivlis
6. Roll again on this table.

Black Abyss

Roll 1d12

1. Xorn (1)
2. Umber hulks (3)
3. Troglodytes (10)
4. Spectral minions (6)
5. Otyughs (3)
6. Otyugh (1)
7. Doppelgangers (3)
8. Xorn (3)
9. Umber hulk (1)
10. Spectral minions (8)
11. Special encounter
12. Special encounter

Special Encounter Subtable

Roll 1d4

1. Adventurers (3)
2. Djinni (1)
3. Efreeti (1)
4. Hero (1)

Crypt of Al-Alisk

Roll 1d4

1. Spectral minions (8)
2. Wights (8)
3. Wraiths (6)
4. Spectral minions (10)

Citadel of Martek

Roll 1d10

1. Spectral minions (16)
2. Cryptknights (6)
3. Androsphinx (1)
4. Poisonous snakes (12)
5. Giant spiders (12)
6. Giant scorpions (8)
7. Mummies (4)
8. Minotaur skeletons (6)
9. Cockatrices (6)
10. Ghosts (3)

Planned Encounters

Desert of Desolation

B. Sinkholes: Treat as quicksand (DMG 110).

D. Skysea: Use heat damage rules as written, including hot spots.

F. Grounded cloudskate: It takes 1d3 hours to dig out the cloudskate. When the ship is pushed onto the glass, it rights itself and is ready to use.

H. Pillars of Martek: Striking a crystal pillar hard will cause the tomb to appear as described. The secret door can be found on a DC 20 passive Wisdom (Perception) check to spot, or DC 15 Wisdom (Perception) check if actively searching. A DC 15 Intelligence (Investigation) check will determine how to open it.

H1. Entry Below: Lightning wall trap.

H3. Corridor: Spear trap.

Garden of the Cursed

I1. Garden: Normal movement and sight distance.

I2. Jungle: Counts as difficult terrain and maximum sight distance is 20 feet.

I4. Dais of Reception: Guilders (20), Pawnis.

I5. Village of the Guilders: Guilders (88), Villagemaster Bandik, Pawnis.

I7. Trifakas' Camp: Trifakas, Sardok.

I8. Camp of the Maddogs: Maddogs (53), Percivlis.

I10. Mound of the Lawgivers: Thrown stones inflict (1d4 + Strength modifier) bludgeoning damage.

Crystal Prism

J2. Phoenix: Iron Phoenix (1), fire pit hazard (4).

Black Abyss

K2. Land End: Winds here blow towards area K8 at a rate of 20 feet per round. This affects anyone flying. The flying creature must spend 20 feet of movement per round just to maintain position, otherwise they are blown in that direction.

K3. Distance: Use the distance distortion rules as written. Roll once per 10 minutes of game time. Winds here blow towards area K8 at a rate of 40 feet per round. Any flying creature must spend 40 feet of movement per round just to maintain position, otherwise they are blown in that direction.

K4. Time-frame Distortion: Wind speed remains 40 feet per round. Use the following rules instead of the ones in the module. Roll once per 10 minutes of game time.

Roll 1d6	Time Speed	Attack rolls	# of Atts	Move speed
1-2	Slow	Disadv	1 only	Half
3-4	Normal	Normal	Normal	Normal
5-6	Fast	Advant	1 extra	Double

K5. Magical Distortion: Wind speed remains 40 feet per round. Use the provided table with the following change to result #1 *Roll 1d10, rerolling a result of 10. The result is the actual level of spell cast, even if it's a level the caster can't normally use. Randomly determine a spell of that level from the lists in the Player's Handbook. The spell will consume a slot of the

highest level the caster is capable of using.

Mobius Tower

L1b. Apartment of the Firstwife: Banshee (1)
L1f. Cloak Room: Cryptknight (1)

L1l. Bottleroom: Djinni (1). In gratitude for being freed from the bottle, he will help the adventurers one time, with a battle for example. He can't grant wishes or undo the time lock.

L2c. Room of State: Mummy (1).

L2d. Lost Hall: Efreeti (1). The staff of teleportation has 5 charges, does not recharge, and can only affect non-living items of 20 pounds or less. The staff will not leave the tower with the adventurers.

L2g. Guardroom: Ghost (1).

L2h. Treasury: Cryptknights (3).

L3e. Audience: Guardian of Time (1). The medallion of time-frame will not leave the tower with the adventurers.

Crypt of Al-Alisk

M4. Death Watch: Spectral minions (20).

M5b. Catacombs: Spectral minions (6), wraith (1).

M5p. Cockpit: Cockatrices (5).

M5q. Spirits Room: Banshee (1).

Citadel of Martek

N2. Tomb of Martek: Cryptknights (4).

N3 and N4. Each character may search each room twice only.

Magic Items

1. *Book of infinite spells (replace with a Charm - DMG 228)
 2. Crystal ball
 3. Dancing sword
 4. Liahona (See Special Items)
 5. *Libram of gainful conjuration (replace with a Charm - DMG 228)
 6. Morning star +1 (upgrade to +2)
 7. Potion of clairaudience (replace with potion of clairvoyance)
 8. Ring of protection
 9. Scale mail +1 (replace with chain mail +2)
 10. *Scroll of protection from petrification (replace with Keoghtum's ointment)
 11. *Scroll of protection from undead
 12. Shield +5 (downgrade to +3)
 13. Sword, nine lives stealer (replace with sword of life stealing)
 14. *Tome of clear thought
 15. Tome of Time (See Special Items)
 16. *Tome of understanding
 17. Wand of fireballs
 18. *Wizard scroll of polymorph
 19. *Wizard scroll of 3 spells, levels 1-6 (random)
 20. *Wizard scroll of 4 spells, levels 1-6 (random)
 21. *Wizard scroll of 7 spells, levels 1-4 (random)
- *These items might be found in areas **N3** and **N4** of Martek's citadel, but there is **no** guarantee.

Traps

Fire Pit Hazard (pg. 14): A wide pit, 100 feet deep and filled with roaring flames. If a creature is shoved or dropped into a fire pit, it takes 10d6 falling damage. For each round it remains in the pit, it takes 2d10 fire damage.

Grenade Palm Hazard (pg. 11): These palms have fruit that resemble small pineapples. When any creature walks near the grenade palm, there is a 20% chance one fruit falls from the tree (roll percentile dice, on a result of 01 - 20 the fruit falls). The fruit explodes on contact with the ground. Any creature within 10 feet must make a DC 13 Dexterity saving throw. On a failure it takes 2d10 piercing damage, but no damage on a successful saving throw.

Lightning Wall Trap (pg. 10): This trap is

triggered by pressing a golden disk on top of an altar. A DC 20 Intelligence (Investigation) check allows character to notice the trap based on alterations to the locking mechanism. A DC 15 Intelligence (Investigation) check to determine how to disarm it, followed by a DC 15 Dexterity check using thieves tools to disable it. When triggered, the entry door closes over one round while a wall of lightning crosses the room in the same time span. All creatures should roll initiative, with the wall having an initiative roll as well (roll with a +3 bonus). Anyone with a higher initiative can exit the room before the wall hits. Otherwise creatures hit by the wall take 12d6 lightning damage. A successful DC 14 Constitution saving throw reduces damage by half.

Spear Trap (pg. 10): Triggered by opening a secret door. DC 15 passive Wisdom (Perception) check to spot, or DC 12 Wisdom (Perception) check if actively searching. DC 15 Intelligence (Investigation) check to determine how to disarm, followed by a DC 15 Dexterity check using thieves tools to disable it. When triggered, the creature opening the door takes 2d10 piercing damage.

Monsters

- Adventurer:** (as gladiator, MM 346, CR 5, 1800 XP)
- Banshee:** (MM 23, CR 4, 1100 XP)
- Cockatrice:** (MM 42, CR 1/2, 100 XP)
- Cryptknight:** (See Special Creatures)
- Djinni:** (MM 144, CR 11, 7200 XP)
- Doppelganger:** (MM 82, CR 3, 700 XP)
- Dustdigger:** (See Special Creatures)
- Efreeti:** (MM 145, CR 11, 7200 XP)
- Ghost:** (MM 147, CR 4, 1100 XP)
- Ghost ship:** (See Special Creatures)
- Giant poisonous snake:** (MM 327, CR 1/4, 50 XP)
- Giant scorpion:** (MM 327, CR 3, 700 XP)
- Giant spider:** (MM 328, CR 1, 200 XP)
- Glass pirate:** (as skeleton, MM 272, CR 1/4, 50 XP)
- Guild:** (as scout, MM 349, CR 1/2, 100 XP)
- Hero:** (as gladiator, MM 346, CR 5, 1800 XP)
- Iron Phoenix:** (See Special Creatures)
- Maddog:** (as thug, MM 350, CR 1/2, 100 XP)
- Mummy:** (MM 228, CR 3, 700 XP)
- Otyugh:** (MM 248, CR 5, 1800 XP)
- Pawnis:** (See Special Creatures)
- Percivlis:** (use knight, MM 347, CR 3, 700 XP)
- Poisonous snake:** (MM 334, CR 1/8, 25 XP)
- Purple Worm:** (MM 255, CR 15, 13000 XP)
- Sandman:** (See Special Creatures)
- Sardok:** (See Special Creatures)
- Skeleton, minotaur:** (MM 273, CR 2, 450 XP)
- Skittercrabs:** (use giant crab with fire immunity, MM 324, CR 1/8, 25 XP)
- Spectral minion:** (See Special Creatures)
- Thunderherder:** (See Special Creatures)
- Trifakas:** (See Special Creatures)
- Troglodyte:** (MM 290, CR 1/4, 50 XP)
- Uمبر hulk:** (MM 292, CR 5, 1800 XP)
- Veteran:** (MM 350, CR 3, 700 XP)
- Villagemaster Bandik:** (as bandit captain, MM 344, CR 2, 450 XP)
- Wight:** (MM 300, CR 3 (700 XP)
- Wrath:** (MM 302, CR 5, 1800 XP)
- Xorn:** (MM 304, CR 5, 1800 XP)
- Zombie:** (MM 316, CR 1/4, 50 XP)

Special Creatures

Cryptknight

Medium undead, neutral evil
Armor Class 16 (chain mail)
Hit Points 90 (12d8 + 36)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10 (+0)	16 (+3)	10 (+0)	10 (+0)	12 (+1)

Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons
Damage Immunities necrotic, poison
Condition Immunities charmed, exhaustion, frightened, paralyzed, petrified, poisoned
Senses darkvision 60 ft., passive Perception 10
Languages understands Common, but can't speak
Challenge 5 (1800 XP)

Frozen in Time. The cryptknight can't be turned.

Frightful Aura. Any living creature approaching within 10 feet of the cryptknight must succeed at a DC 13 Wisdom saving throw or be frightened for 1 minute.

Actions

Multiattack. The cryptknight makes two greatsword attacks.

Greatsword. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 4) slashing damage.

Dustdigger

Large monstrosity, unaligned
Armor Class 13 (natural armor)
Hit Points 63 (6d10 + 12)
Speed 10 ft., burrow 10 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	8 (-1)	14 (+2)	2 (-4)	10 (+0)	5 (-3)

Condition Immunities blinded, deafened, frightened, prone
Senses tremorsense 30 ft., passive Perception 10

Languages -

Challenge 1 (200 XP)

Illusionary Trap. About 20% of dustdiggers can create a Silent Image spell at will. The image is always of an oasis or pool of water.

Buried Deep. While buried in the sand, the dustdigger can't be detected by Perception checks.

Sinkhole. When the dustdigger detects movement over itself, it deflates and creates a 10 ft. diameter sinkhole of sand. Creatures caught in the sinkhole make a DC 13 Dexterity check. On a success, they may move normally, treating the sinkhole as difficult ground. On a failure, they become restrained.

Actions

Multiattack. The dustdigger can make an engulf attack against a creature in its sinkhole, and can bite a grappled target as a bonus action.

Engulf. *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* Target is grappled.

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 12 (2d8+3) piercing damage.

Ghost Ship

Huge construct, neutral evil

Armor Class 15
Hit Points 105 (10d12 + 40)
Speed 60 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10 (+0)	18 (+4)	3 (-4)	10 (+0)	1 (-5)

Damage Immunities fire, poison, psychic; bludgeoning, piercing, and slashing from nonmagical weapons

Condition Immunities charmed, exhaustion, frightened, paralyzed, petrified, poisoned
Senses darkvision 120 ft., passive Perception 10
Languages -
Challenge 6 (2300 XP)

Immutable Form. The ship is immune to any spell or effect that would alter its form.

Actions

Multiattack. The ship can make four melee attacks with various parts and tools.

Spar. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6+4) bludgeoning damage.

Rope. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one creature. *Hit:* 7 (1d6+4) bludgeoning damage, and the target is grappled (escape DC 15). Until this grapple ends, the target is restrained.

Iron Phoenix

Huge construct, unaligned

Armor Class 17 (natural armor)
Hit Points 161 (14d12 + 70)
Speed 10 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	9 (-1)	20 (+5)	3 (-4)	11 (+0)	1 (-5)

Damage Immunities poison, psychic; bludgeoning, piercing, and slashing from nonmagical weapons that aren't adamantite
Condition Immunities charmed, exhaustion, frightened, paralyzed, petrified, poisoned
Senses darkvision 120 ft., passive Perception 10
Languages understands Common, but can't speak

Challenge 9 (5000 XP)

Rejuvenation. If the iron phoenix is destroyed, it regains all its hit points in one hour.

Regeneration. The iron phoenix regains 5 hit points at the start of its turn. It doesn't regain hit points if reduced to zero hit points.

Immutable Form. The iron phoenix is immune to any spell or effect that would alter its form.

Magic Weapons. The iron phoenix's weapon attacks are magical.

Actions

Multiattack. The iron phoenix makes one attack with its talons and one attack with its beak.

Beak. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. *Hit:* 23 (4d8 + 5) slashing damage.

Talons. *Melee Weapon Attack:* +8 to hit, reach 10 ft., one target. *Hit:* 19 (4d6 + 5) piercing damage.

Screech (Recharge 5-6). The phoenix emits a piercing screech in a 60 ft. cone. The screech inflicts 6d10 thunder damage; a successful DC 15 Constitution saving throw reduces damage by half.

Pawnis

Medium humanoid (elf), neutral evil

Armor Class 17 (studded leather)

Hit Points 78 (12d8 + 24)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	20 (+5)	14 (+2)	13 (+1)	12 (+1)	12 (+1)

Saving Throws Dex +8, Int +4

Skills Perception +7, Sleight of Hand +11, Stealth +11

Senses darkvision 120 ft., passive Perception 17

Languages Common, Elvish, Undercommon

Challenge 8 (3900 XP)

Evasion. If Pawnis is subjected to an effect that allows him to make a Dexterity saving throw to take only half damage, he instead takes no damage if he succeeds on the saving throw, and only half damage if he fails.

Innate Spellcasting. Pawnis' spellcasting ability is Charisma (spell save DC 12). He can innately cast the following spells requiring no material components.

At will: *dancing lights*

1/day each: *darkness*, *faerie fire*, *levitate* (self only)

Sneak Attack (1/turn). Pawnis deals an extra 16 (5d6) damage when he 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 Pawnis that isn't incapacitated and Pawnis doesn't have disadvantage on the attack roll.

Actions

Multiattack. Pawnis makes one shortsword attack, and can make an additional shortsword attack as a bonus action.

Shortsword. *Melee Weapon Attack:* +8 to hit, reach 5 ft., one target. *Hit:* 8 (1d6 + 5) piercing damage and the target must make a DC 15 Constitution saving throw, taking 21 (6d6) poison damage on a failed save, or half as much on a successful one.

Hand Crossbow. *Ranged Weapon Attack:* +8 to hit, range 30/120 ft., one target. *Hit:* 8 (1d6 + 5) piercing damage and the target must make a DC 15 Constitution saving throw, taking 21 (6d6) poison damage on a failed save, or half as much on a successful one.

Reactions

Uncanny Dodge. If Pawnis is hit by an attacker he can see, he can use his reaction to halve the attack's damage against him.

Sandman

Medium elemental, neutral

Armor Class 13 (natural armor)

Hit Points 30 (4d8 + 12)

Speed 10 ft., burrow 10 ft.

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

Damage Vulnerability thunder

Damage Immunities poison

Condition Immunities exhaustion, paralyzed, petrified, poisoned, unconscious

Senses darkvision 60 ft., tremorsense 60 ft., passive Perception 10

Languages Terran

Challenge 1 (200 XP)

Sleep Aura. Any living creature approaching within 10 feet of a sandman for the first time must make a DC 11 Wisdom saving throw or fall unconscious. Unconscious victims are woken by any damage or rough shaking, otherwise they sleep for 1 hour.

Actions

Slam. *Melee Weapon Attack:* +5 to hit, reach 10 ft., one target. *Hit:* 6 (1d6+3) bludgeoning damage.

Sardok

Medium humanoid (human), neutral evil

Armor Class 16 (studded leather)

Hit Points 90 (12d8 + 36)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	18 (+4)	16 (+3)	10 (+0)	12 (+1)	10 (+0)

Saving Throws Dex +7, Int +3

Skills Deception +6, Perception +7, Stealth +10

Senses passive Perception 17

Languages Common

Challenge 8 (3900 XP)

Assassin. During his first turn, Sardok has advantage on attack rolls against any creature that hasn't taken a turn. Any hit he scores against a surprised creature is a critical hit.

Evasion. If Sardok is subjected to an effect that allows him to make a Dexterity saving throw to take only half damage, he instead takes no damage if he succeeds on the saving throw, and only half damage if he fails.

Sneak Attack (1/turn). Sardok deals an extra 16 (5d6) damage when he 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 Sardok that isn't incapacitated and Sardok doesn't have disadvantage on the attack roll.

Actions

Multiattack. Sardok makes one rapier attack, and can make a scimitar attack as a bonus action.

Rapier. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 8 (1d8 + 4) piercing damage and the target must make a DC 15 Constitution saving throw, taking 24 (7d6) poison damage on a failed save, or half as much on a successful one.

Scimitar. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) slashing damage and the target must make a DC 15 Constitution saving throw, taking 24 (7d6) poison damage on a failed save, or half as much on a successful one.

Reactions

Uncanny Dodge. If Sardok is hit by an attacker he can see, he can use his reaction to halve the attack's damage against him.

Spectral Minion

Medium undead, any alignment

Armor Class 12

Hit Points 22 (4d8 + 4)

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

STR	DEX	CON	INT	WIS	CHA
1 (-5)	14 (+2)	12 (+1)	10 (+0)	10 (+0)	10 (+0)

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

Damage Immunities necrotic, poison

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

Senses darkvision 60 ft., passive Perception 10

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

Challenge 1 (200 XP)

Incorporeal Movement. The spectral minion can move through other creatures and objects

as if they were difficult terrain. It takes 5 (1d10) force damage if it ends its turn inside an object.

Actions

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

Thunderherder

Huge beast, unaligned

Armor Class 13 (natural armor)

Hit Points 57 (6d12 + 18)

Speed 20 ft., burrow 20 ft.

STR	DEX	CON	INT	WIS	CHA
18 (+4)	10 (+0)	17 (+3)	2 (-4)	10 (+0)	6 (-2)

Damage Vulnerabilities thunder

Condition Immunities blinded, prone

Senses tremorsense 60ft., passive Perception 10

Languages —

Challenge 1 (200 XP)

Earthshaking. When thunderherders move, they produce an earthquake-like effect that shakes the sand within 200 feet. Anyone in the area must make a DC 14 Dexterity save or be knocked prone. Those already seated or prone are unaffected.

Actions

Slam. *Melee Weapon Attack:* +6 to hit, reach 10 ft., one target. *Hit:* 15 (3d6+4) bludgeoning damage.

Trifakas

Medium humanoid (human), lawful evil

Armor Class 13 (16 with *mage armor*)

Hit Points 76 (14d8 + 14)

Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
7 (-2)	16 (+3)	12 (+1)	18 (+4)	10 (+0)	15 (+2)

Saving Throws Int +8, Wis +4

Skills Arcana +12, History +8, Perception +4

Damage Resistances bludgeoning, piercing, and slashing from nonmagical weapons (with stonewood)

Senses passive Perception 14

Languages Common, Elvish

Challenge 9 (5000 XP)

Magic Resistance. Trifakas has advantage on saving throws against spells and other magical effects.

Spellcasting. Trifakas is a 12th level wizard. His spellcasting ability is Intelligence (spell save DC 16, +8 to hit with spell attacks). Trifakas has the following wizard spells prepared.

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

1st level (4 slots): *charm person*, *comprehend languages*, *mage armor*

2nd level (3 slots): *darkvision*, *misty step*, *web*

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

4th level (3 slots): *dimension door*, *polymorph*, *stoneskin*

5th level (2 slots): *conjure elemental*, *wall of force*

6th level (1 slot): *globe of invulnerability*, *magic jar*

Actions

Dagger. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 5 (1d4 + 3) piercing damage.

Fire Bolt. *Ranged Spell Attack:* +8 to hit, range 120 ft., one target. *Hit:* 16 (3d10) fire damage.