



## QUAL'ATH

*Siralolth looked around at cavernous that walls that were both alien, yet familiar to her. She remembered vaguely her time within the spawning pools here, but that seemed like a lifetime ago. A lifetime since she had been scooped from her still lukewarm pool and passed between handlers in dark alleys; since she had been sold on the black market to a man to desperate to ask questions.*

*Her Host, Sarah, felt a similar sense of unease. She had never before experienced these halls with her own eyes, but Siri's memories and emotions flooded her with strange remembrance all the same. Sarah had been a sick and dying child when her father had brought home the strange worm. Desperate to save his daughter, he had the shady dealer at his word when he promised the slimy tadpole could cure any ailment. In a way, his words had been true. After that day, the frailty and weakness that had plagued her childhood had melted away like too many memories. But at the same time, Sarah herself had never been the same. Sarah herself, in fact, became Sarah themselves.*

*Siri had been as terrified in those moments as anyone. She knew what taking a host would entail, both for herself and the girl. But with no way of sharing that information with her captors, there was little she could do but hope. Hope that they would understand when all was done.*

*They didn't. When the changes began, the peasant family had screamed in terror. They called a priest, an exorcist, but they understood nothing, and could do even less. But the two children, lost and scared, formed a bond all the same. As their body warped and twisted, the girls played, exploring the recesses of each other's mind. And while those around them looked on in horror, Sarah and Siri formed a kinship closer than anything either had known before.*

*It was almost funny looking back. The girls giggled, remembering the shock on their father's face. So strange an expression it had made them laugh, and Laugh, and Laugh. Of course the others never understood. But they were happy nonetheless. Happy together. With their closest friend.*

*But now was not the time to reminisce over the past. If tales were true, there was a new elder within these slick and hallowed halls. And they needed to know: would they be enemy, or friend?*

## PSIONIC SYMBIOSIS

Qual'ath are strange and alien creatures, and in their truest state, are not humanoid at all. Rather, Qual'ath themselves are best described as worm or snake-like symbiotes - slithering squirming slugs that feed on the psionic energy of other creatures. If not for one particular evolution, in fact, the great Qual'ath empires could never have come to be. Perhaps by fate, or perhaps by circumstance alone the ancient ancestors of the Qual'ath learned to take refuge from the elements within the living bodies of a beast like species known as the Carrak - burrowing beneath their chitinous armor plating, and taking hold of the creatures' simple minds. Here the Qual'ath were able to feed on the psionic energy produced within the minds of these prehistoric beasts, and in return, the Carrak gained the benefit of the Symbionts' vast intelligence, forming a mutualist bond which would allow the paired species to form one of the greatest empires to ever stretch across the stars.

As this mutualism grew, Qual'ath tadpoles evolved the unique ability to mutate their host's body to better suit their combined needs. A mature pair, known as a Qual'Carrak, would become a force of reckoning, not just in terms of metal ability, but in terms of physical prowess as well. Never content as they were, however, the empires of the Qual'ath began to seek additional hosts, creatures more suited to the variety of strange worlds they came to inhabit. Today, Qual'ath tadpoles are known to take host in any number of humanoid species. Connecting themselves through vast and expansive hive-minds, Qual'ath colonies grow and adapt quickly, each individual benefitting from not only the knowledge and experience of their brethren, but also that of their hosts.



## ALIEN LIFE-CYCLES

Qual'ath colonies are generally overseen by what is known as an elder brain - a particularly powerful individual, who has grown beyond the constraints of its host, and resides in a large spawning pool alongside immature tadpoles, the weakest of whom become meals for the elder brain. The spawning pool and elder brain are cared for by the entire colony as a whole, and after a year, mature tadpoles are implanted into their humanoid hosts in a ceremonial event known as "the birthing". This ceremony lasts approximately a week, during which the host's body is permanently altered to better suit the needs of both creatures in a process known as ceremorphosis. When the ceremony is complete, host and tadpole have become inseparable, and it is only at this point that a Qual'ath is considered truly "born."

Freshly "born" Qual'ath are already mature adults by the standards of most other societies, having absorbed the appropriate knowledge of their world directly from the elder brain. They enter society immediately, taking roles however they are best suited. As dualistic organisms, Qual'ath grant a sort of immortality to their hosts: using their unique psionic abilities to correct the course of aging and stop normal cell death. Because of this, it is rare for a Qual'ath to die except by extraordinary means, and when a death does occur, the entire colony mourns the loss together.

After death, the brain of a Qual'ath is placed within the spawning tank alongside the elder brain, where its knowledge and personality may be absorbed by both the elder brain itself, and by the young maturing tadpoles. This final act allows a Qual'ath to continue its existence in some meaningful way, even after death.

## THE GREAT DIVIDE

Contrary to most popular understanding, Not all Qual'ath hosts are taken by force. In fact, for much of Qual'ath society, the idea of taking an unwilling host was considered unthinkable. An unwilling host was sure to weaken and sabotage the Qual'ath mind, sewing seeds of destruction and dissent within the entire colony.

But at a point long forgotten, researchers on distant stars challenged this perception in every way. Starving their own tadpoles until the day of their "birthing," this small group, known today as the Illitheas, were able to coerce the infantile tadpoles into devouring the brains of unwilling hosts, supplanting the mind of the creature with their own. These Illithid proved to be incredibly powerful, with psionic abilities surpassing even some elder brains. The power came at a cost, of course: without a host brain to draw psionic nutrients from, the Illithid, or Mind Flayers as they have come to be known developed a violent dependence on consuming the brains of others.

Many Elders banded together against the spread of this practice, unnerved and disgusted by the abhorrent parasites it created, but finding willing new creatures to serve as hosts was difficult, and with the ever-expanding number of tadpoles being spawned, the horrendous practice soon overtook more traditional values. Today, Illithid represent the largest faction of Qual'ath Societies, and the traditionalists who continue to refuse the practice - known as Thoc-Rah - have been forced into hiding within their own secretive colonies and enclaves. Here they attempt to preserve the ancient customs, under threat not only from their own Illithid brothers, but from outsiders who cannot tell difference between the cruel Illithid and their peaceful counterparts.

## PHYSICAL APPEARANCE

Qual'ath appearance can vary vastly depending on the host, but their skin is smooth and completely hairless and ranges through a variety of cool colors. Qual'ath have a tall, sloping cranium, two roughly-humanoid eyes, and four long, coiling tendrils concealing an alien mouth evolved for feeding rather than communication.

## QUAL'ATH NAMES

Qual'ath have no concept of gender or sexuality, and their names are not so much a combination of sounds and syllables such as other creatures use, but rather a collection of thoughts and ideas that define them. And such names can change over time as an individual develops or explores new elements of themselves. Such names are called Thought names, and when spoken aloud, are accompanied by a sort of psychic static that attempts to approximate these sensations.

**Thought Names:** Aurangaul, Cephalosk, Drukt, Drusiss, Lugribosk, Quoor, Ralayan, Sardult, S'venchen, Tharcereli, Tobulux, Zellix

For the sake of interacting with other, less psionically attuned races, Some Qual'ath will take more traditional names, drawn from the cultures that surround them. In many cases, these names are subtle alterations of their Hosts name. This is especially common in cases where both host and Qual'ath share their body equally.

## QUAL'ATH TRAITS

The Process of Ceremorphosis alters the mind and body of the host in drastic and irreversible ways. You gain the following traits

**Ability Score Increase.** Your Intelligence score increases by 2

**Age.** Once a host has undergone ceremorphosis, the alien biology of the symbiote prevents any further aging, making the Qual'Ath effectively immortal.

**Alignment.** Qual'Ath are as diverse in their alignment as any other race, but their concept of morality is as alien as the Qual'Ath themselves.

**Size.** Qual'Ath average somewhat taller than most humanoids, at around 7 ft, But this can vary depending on your host race. Your size is medium or small, depending on your host race. Your host race cannot be tiny.

**Speed.** Your base walking speed is 30 feet.

**Darkvision.** Accustomed to life on a sunless home-world, you have superior vision in dark and dim Conditions. You can see in dim light within 60 feet of you as if it were bright light, and in Darkness as if it were dim light. You can't discern color in Darkness, only Shades of Purple.

**Arcane Dissidence** Your separation form the world of the arcane makes it difficult to comprehend arcane magics. You are incapable of attuning to magic items, and require twice as long to copy new spells into a spell book or ritual book .

**Alien Biology.** Your extraterrestrial physiology lacks the powerful immune system of most terrestrial races. You have disadvantage on saving throws against poison and disease

**Natural Psionics.** You can use the power of your mind to replicate the effect of certain spells. Beginning at 3rd level you can cast the following spells at their lowest level: *Sending*, *Detect thoughts*. Your spellcasting ability for these spells is Intelligence. Spells cast using this feature do not require components and are treated as psionic abilities rather than magical effects. You can use this ability a number of times equal to 1/2 your proficiency bonus, and regain the ability to do so when you finish a long rest.

**Outsider.** More accustomed to the telepathic sensations of your own race than the facial expressions of others, You have disadvantage on Insight checks against members of other races.

**Tentacles** Four cephalopod like tentacles extend from your face, often serving as additional arms. Your tentacles can stow or retrieve an item on your person weighing no more than 5 pounds as a free action on your turn, or to take the Use Object action as a bonus action.

**Telepathic Communication.** You can speak telepathically to any creature you can see within 60 feet of you. You don't need to share a language with the creature for it to understand your telepathic messages, but the creature must be able to understand at least one language or be telepathic itself.

**Languages.** You can speak, read, and write Common, Qualith, Deep Speech, And and one language of your choice known by your host race.



## ILLITHID

Among Qual'Ath factions, the Illithid are the most widely known, and most widely feared. Also known as Mind-Flayers, Illithid have forgone the mutual symbiosis of their race's tradition, and instead seek to concur and enslave other races in order to feed their never ending hunger for sentient thought. An Illithid's Host is nothing more than an empty shell, who's brain has long since been consumed by the Qual'ath master. Despite these origins, and their drug-like dependance on consuming more brains, not all Illithid are cruel and inhuman monsters. One cannot choose the circumstances of one's birth, but with effort, sometimes those circumstances can be overcome.

**Ability Score Increase.** Your intelligence score increases by an additional 1

**Empowered Psionics.** Consuming the brains of sentient humanoid boosts your natural psionic powers. You can use your Natural Psionics racial trait to cast the following spells: *Command*, *Charm person*, *Levitate*. Additionally, you may expend a use of your Natural Psion feature to project a powerful blast of psionic energy. Each creature in a 15 ft cone in front of you must succeed on an Intelligence saving throw or take 1d6 psychic damage, and the first time it makes a saving throw before the end of your next turn, it must roll a d4 and subtract the number rolled from the save. This damage increases by 1d6 when you reach 5th level (2d6), 11th level (3d6), and 17th level (4d6).

**Arcane Resistance.** Arcane magic is the greatest threat to any Illithid colony, and as such, Illithid have learned to protect themselves. You have advantage on saving throws against Spells and other magical effects.

**Grey-Matter Dependance.** Your powerful psionic abilities come at a morbid price. In order to sustain yourself, you must feed on the whole brain of a sentient humanoid with an intelligence score of 8 or greater at least once every 7 days. For each day beyond the 7th that you go without fulfilling this requirement, you must succeed on a constitution saving throw with a DC of 15+your current level of exhaustion or suffer one level of exhaustion.

## THOC'RAH

Far outnumbered by their Illithid counterparts, Thoc'Rah take their name from the first colony to take stand against the Illithean experiments, and the first to fall during the Great Divide. Thoc'Rah hold true to the ancient traditions of their race, and bond only with willing creatures as hosts. Once bonded, a Thoc'Rah share's their life in equal with the creature serving as their host, often learning as much from the host as the host learns from them.

**Ability Score Increase.** One ability score of your choice (based on your host race) increases by 1

**Dual Mind.** When you make a Wisdom saving throw, you can use your reaction to gain advantage on the roll. You can use this trait immediately before or after you roll, but before any of the roll's effects occur.

**Mutualistic Bond.** You and your host share your body equally, and aid each other when needed. You gain two Racial traits of your choice from your host race (excluding ability score increases). Additionally, you may attune to magic items as if you were a member of your Host Race (this Supersedes your Arcane Dissidence racial trait).

## QUAL'CARAK

Qual'Carack are a rare breed, but not without numbers. The symbiotic fusion of an Qual'Ath and a Carak acting as a single organism. Carak on their own are beast like creatures, with no capacity for thought beyond basic survival instinct. They have evolved over centuries to perfectly host their Qual'Ath counterparts, who's potent intellect ensures the survival of both species.

**Ability Score Increase.** Your Strength score increases by one.

**Instinctual Psionics.** Your psionic power is honed and tempered by bestial instinct. You can Cast the spell *Cause Fear* using your Natural Psionics racial trait. Additionally, when you hit with a melee weapon attack, you may expend a use of your Natural Psion feature to force the creature to make an intelligence saving throw. On a failure the Creature takes an additional 1d10 psychic damage. This damage increases by 1d10 when you reach 5th level (2d10), 11th level (3d10), and 17th level (4d10).

**Armoured Carapace.** Your Body is covered in thick armor plating, granting you an unarmoured AC of 15 + your dexterity modifier (maximum 2).

**Symbiotic Stamina.** The natural compatibility between you and your host grants you enhanced healing. When you roll hit dice to regain hit point, you may roll each hit dice twice, and choose either result.



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### FAN CONTENT NOTICE

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To My friends and players, who have helped me playtest and fine-tune this class

To My wife, who not only has put up with my obsessive work, but was also the source of inspiration behind this race.

And of course, to all my patrons and supporters, and to those fans who continue to enjoy my work. I love what I get to do for you guys, and hope to continue doing it far into the future

## IMAGES INCLUDED

*The Single Cover Image for this Race is actually composed of two images that I heavily edited together. I am my no means an artist, but I did my best to blend the background of one into the other in a way that was not immediately noticeable.*

**Unknown** - For the life of me, I cannot seem to find a source of this background image. A week of scouring the internet has given me the distinct impression that it falls into public domain, but If anyone can identify the artist, I would love to be able to give credit where it is due.

**Deamon (with my own edits)** - Eric Belisle  
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**Various Mind Flayer images** - ©WizardsOfTheCoast  
Unfortunately the individual artists for these images seem to have been lost amongst the mass of WOTC's catalogue.

### NOTE FROM THE AUTHOR

Illithid have always fascinated me, not just as enemies and monsters, but as a properly unique alien race. Reading further and further into their lore though, something always bothered me: No one knew where they came from. In every account I have seen, illithid history seems to start with "they were once a mighty empire", but there is little to nothing in the way of explanations as to how they got there. Even extra dimensional beings have some sort of origin, and an empire does not simply build itself overnight.

On top of that, while illithid as heartless slavers and evil villains makes for a great encounter, I was always curious what it might look like from the other side. Here is a race, supposedly stranded in an alien world which considered their very existence an abomination.

As horrendous as their actions may be to us, it seemed interesting to ponder the culture and society of a race so far removed from the world we know.

To this end, I tried to... fill in some gaps. I tried to imagine the type of conditions in which an organism like the illithid might have evolved, and I thought it would be interesting to play with different ways that an illithid like creature might interact with their host, beyond just eating their brain and taking over. I imagined Illithid themselves as a dominant subspecies or faction of a much more extensive race, and to any fellow fans of the series Stargate, it will be clear that I took a great deal of inspiration from the Gao'uld race as well as their counterparts in the Tok'Ra.

All of this lore was pulled together with my own campaign setting in mind, but hopefully it can inspire some new and interesting stories for others as well