AGE 12+

LOST MINE OF PHANDELVER™



DUNGEONS & DRAGONS®

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Introduction

This book is written for the Dungeon Master. It contains a complete Dungeons & Dragons adventure, as well as descriptions for every creature and magic item that appears in the adventure. It also introduces the world of the Forgotten Realms, one of the game's most enduring settings, and it teaches you how to run a D&D game.

The smaller book that accompanies this one (hereafter called "the rulebook") contains the rules you need to adjudicate situations that arise during the adventure.

Running the Adventure

Lost Mine of Phandelver is an adventure for four to five characters of 1st level. During the course of the adventure, the characters will advance to 5th level. The adventure is set a short distance from the city of Neverwinter in the Sword Coast region of the Forgotten Realms setting. The Sword Coast is part of the North—a vast realm of free settlements surrounded by wilderness and adventure. You don't need to be a Forgotten Realms expert to run the adventure; everything you need to know about the setting is contained in this book.

If this is your first time running a D&D adventure, read "The Dungeon Master" section; it will help you better understand your role and responsibilities.

The "Background" section tells you everything you need to know to set up the adventure. The "Overview" section describes how the adventure is expected to run and gives you a broad sense of what the player characters should be doing at any given time.

The Dungeon Master

The Dungeon Master (DM) has a special role in the Dungeons & Dragons game.

The DM is a **referee**. When it's not clear what ought to happen next, the DM decides how to apply the rules and keep the story going.

The DM is a **narrator**. The DM sets the pace of the story and presents the various challenges and encounters the players must overcome. The DM is the players' interface to the D&D world, as well as the one who reads (and sometimes also writes) the adventure and describes what happens in response to the characters' actions.

The DM **plays monsters**. The DM plays the monsters and villains the adventurers battle against, choosing their actions and rolling dice for their attacks. The DM also plays the part of all the other characters the players meet in the course of their adventures, like the prisoner in the goblin lair or the innkeeper in town.

Who should be the DM for your gaming group? Whoever wants to be! The person who has the most drive to pull a group together and start up a game often ends up being the DM by default, but that doesn't have to be the case.

Although the DM controls the monsters and villains in the adventure, the relationship between the players and the DM isn't adversarial. The DM's job is to challenge the characters with interesting encounters and tests, keep the game moving, and apply the rules fairly.

The most important thing to remember about being a good DM is that the rules are a tool to help you have a good time. The rules aren't in charge. You're the DM—you're in charge of the game. Guide the play experience and the use of the rules so that everybody has fun.

Many players of Dungeons & Dragons find that being the DM is the best part of the game. With the information in this adventure, you'll be prepared to take on that role for your group.

Rules to Game By

As the Dungeon Master, you are the final authority when it comes to rules questions or disputes during the game. Here are some guidelines to help you arbitrate issues as they come up.

When in doubt, make it up! It's better to keep the game moving than to get bogged down in the rules.

It's not a competition. The DM isn't competing against the player characters. You're there to run the monsters, referee the rules, and keep the story moving.

It's a shared story. It's the group's story, so let the players contribute to the outcome through the actions of their characters. Dungeons & Dragons is about imagination and coming together to tell a story as a group. Let the players participate in the storytelling.

Be consistent. If you decide that a rule works a certain way in one session, make sure it works that way the next time it comes into play.

Make sure everyone is involved. Ensure every character has a chance to shine. If some players are reluctant to speak up, remember to ask them what their characters are doing.

Be fair. Use your powers as Dungeon Master only for good. Treat the rules and the players in a fair and impartial manner.

Pay attention. Make sure you look around the table occasionally to see if the game is going well. If everyone seems to be having fun, relax and keep going. If the fun is waning, it might be time for a break, or you can try to liven things up.

Improvising Ability Checks

The adventure often tells you what ability checks characters might try in a certain situation and the Difficulty Class (DC) of those checks. Sometimes adventurers try things that the adventure can't possibly anticipate. It's up to you to decide whether their attempts are successful. If it seems like anyone should have an easy time doing it, don't ask for an ability check; just

tell the player what happens. Likewise, if there's no way anyone could accomplish the task, just tell the player it doesn't work.

Otherwise, answer these three simple questions:

- What kind of ability check?
- How hard is it?
- What's the result?

Use the descriptions of the ability scores and their associated skills in the rulebook to help you decide what kind of ability check to use. Then determine how hard the task is so that you can set the DC for the check. The higher the DC, the more difficult the task. The easiest way to set a DC is to decide whether the task's difficulty is easy, moderate, or hard, and use these three DCs:

- **Easy (DC 10).** An easy task requires a minimal level of competence or a modicum of luck to accomplish.
- **Moderate (DC 15).** A moderate task requires a slightly higher level of competence to accomplish. A character with a combination of natural aptitude and specialized training can accomplish a moderate task more often than not.
- **Hard (DC 20).** Hard tasks include any effort that is beyond the capabilities of most people without aid or exceptional ability. Even with aptitude and training, a character needs some amount of luck—or a lot of specialized training—to pull off a hard task.

The outcome of a successful check is usually easy to determine: the character succeeds at whatever he or she set out to accomplish, within reason. It's usually equally easy to figure out what happens when a character fails a check: the character simply doesn't succeed.

Glossary

The adventure uses terms that might be unfamiliar to you. A few of these terms are described here. For descriptions of rules-specific terms, see the rulebook.

Characters. This term refers to the adventurers run by the players. They are the protagonists in any D&D adventure. A group of characters or adventurers is called a *party*.

Nonplayer Characters (NPCs). This term refers to characters run by the DM. How an NPC behaves is dictated by the adventure and by the DM.

Boxed Text. At various places, the adventure presents descriptive text that's meant to be read or paraphrased aloud to players. This read-aloud text is offset in boxes. Boxed text is most commonly used to describe rooms or present bits of scripted dialogue.

Stat Block. Any monster or NPC that is likely to be involved in combat requires game statistics so that the DM can run it effectively. These statistics are presented in a format called a *statistics block*, or *stat block*. You'll find the stat blocks needed for this adventure in appendix B.

Tenday. In the Forgotten Realms, a week is ten days long and called a *tenday*. Each month consists of three tendays—thirty days total.

Magic Items and Monsters

Whenever the text refers to a magic item, its name is presented in *italic* type. For a description of the item and its magical properties, see appendix A.

Similarly, whenever the adventure text presents a creature's name in **bold** type, that's a visual cue directing you to the creature's game statistics in appendix B.

Abbreviations

The following abbreviations are used in this adventure.

DC = Difficulty Class	XP = experience points
gp = gold piece(s)	pp = platinum piece(s)
sp = silver piece(s)	ep = electrum piece(s)
cp = copper piece(s)	

Background

More than five hundred years ago, clans of dwarves and gnomes made an agreement known as the Phandelver's Pact, by which they would share a rich mine in a wondrous cavern known as Wave Echo Cave. In addition to its mineral wealth, the mine contained great magical power. Human spellcasters allied themselves with the dwarves and gnomes to channel and bind that energy into a great forge (called the Forge of Spells), where magic items could be crafted. Times were good, and the nearby human town of Phandalin (pronounced *fan*-duh-lin) prospered as well. But then disaster struck when orcs swept through the North and laid waste to all in their path.

A powerful force of orcs reinforced by evil mercenary wizards attacked Wave Echo Cave to seize its riches and magic treasures. Human wizards fought alongside their dwarf and gnome allies to defend the Forge of Spells, and the ensuing spell battle destroyed much of the cavern. Few survived the cave-ins and tremors, and the location of Wave Echo Cave was lost.

For centuries, rumors of buried riches have attracted treasure seekers and opportunists to the area around Phandalin, but no one has ever succeeded in locating the lost mine. In recent years, people have resettled the area. Phandalin is now a rough-and-tumble frontier town. More important, the Rockseeker brothers—a trio of dwarves—have discovered the entrance to Wave Echo Cave, and they intend to reopen the mines.

Unfortunately for the Rockseekers, they are not the only ones interested in Wave Echo Cave. A mysterious villain known as the Black Spider controls a network of bandit gangs and goblin tribes in the area, and his agents have followed the Rockseekers to their prize. Now the Black Spider wants Wave Echo Cave for himself, and he is taking steps to make sure no one else knows where it is.

Overview

Lost Mine of Phandelver is divided into four parts. In part 1, "Goblin Arrows," the adventurers are on the road to the town of Phandalin when they stumble into a goblin ambush. They discover that the goblins (who belong to the Cragmaw tribe) have captured their dwarf friend Gundren Rockseeker and his escort, a human warrior named Sildar Hallwinter. The characters must deal with the ambushers and then follow their trail back to the goblins' hideout. They rescue Sildar and learn from him that Gundren and his brothers discovered a famous lost mine. Sildar knows only that Gundren and his map have been taken to somewhere called "Cragmaw Castle."

In part 2, "Phandalin," the characters arrive in Phandalin to find it terrorized by the Redbrands, a gang

of miscreants led by a mysterious figure called Glasstaff. A number of interesting NPCs can also be found in Phandalin, laying the hooks for short adventures in part 3. The Redbrands try to run the characters out of town, so the characters return the favor and storm the Redbrand lair. In a hidden stronghold beneath an old manor, they find that Iarno "Glasstaff" Albrek, the leader of the Redbrands, is taking his orders from someone called the Black Spider—and that the Black Spider wants the adventurers out of the picture.

Part 3, "The Spider's Web," provides the characters with several short adventures in the region around Phandalin as they search for more information about the Black Spider and the dwarves' lost mine. The clues the characters picked up in Phandalin can lead them to spy on a mysterious wizard at the ruins of Old Owl Well, seek the advice of a dangerous banshee, oust a band of orcs lurking at Wyvern Tor, and investigate the ruins of the town of Thundertree.

Several of these leads point to Cragmaw Castle, which is the stronghold of King Grol, leader of the Cragmaw goblins. Here the characters discover that the Black Spider is a drow adventurer named Nezznar, and that the Cragmaw goblins work for him (drow are elves who hail from a realm deep underground). More importantly, they recover Gundren Rockseeker's map to the lost mine, or learn the mine's location from one of the other leads they unearth during part 3.

Following the map or the directions to the lost mine brings the characters to part 4, "Wave Echo Cave." That lost underground complex is now overrun by undead and strange monsters. Nezznar the Black Spider is there with his loyal followers, exploring the mines and searching for the legendary Forge of Spells. The adventurers have the opportunity to avenge Gundren Rockseeker, to ensure the prosperity and security of Phandalin by clearing the rich mine of its monsters, and to put an end to the troublemaking of the Black Spider—if they can survive the dangers of the Lost Mine of Phandelver.

Adventure Hook

You can let players invent their own reasons for visiting Phandalin, or you can use the following adventure hook. The backgrounds and secondary goals on the character sheets also provide characters with motivations for visiting Phandalin.

Meet Me in Phandalin. The characters are in the city of Neverwinter when their dwarf patron and friend, Gundren Rockseeker, hires them to escort a wagon to Phandalin. Gundren has gone ahead with a warrior, Sildar Hallwinter, to attend to business in the town while the characters follow with the supplies. The characters will be paid 10 gp each by the owner of Barthen's Provisions in Phandalin when they deliver the wagon safely to that trading post.

The Forgotten Realms

Just like a fantasy novel or movie, an adventure is set in a larger world. In fact, the world can be anything that the DM and players can imagine. It could be a swords-and-sorcery setting at the dawn of civilization, where barbarians battle evil sorcerers, or a post-apocalyptic fantasy where elves and dwarves wield magic amid the wreckage of a technological civilization. Most D&D settings are somewhere between those two extremes: worlds of medieval high fantasy with knights and castles, as well as elven cities, dwarven mines, and fearsome monsters.

The world of the Forgotten Realms is one such setting, and that's where the story in this adventure takes place. In the Realms, knights dare the crypts of the fallen dwarf kings of Delzoun, seeking glory and treasure. Rogues prowl the dark alleyways of teeming cities such as Neverwinter and Baldur's Gate. Clerics in the service of gods wield mace and spell, questing against the terrifying powers that threaten the land. Wizards plunder the ruins of the fallen Netherese empire, delving into secrets too dark for the light of day. Dragons, giants, demons, and unimaginable abominations lurk in dungeons, caverns, ruined cities, and the vast wild places of the world.

On the roads and rivers of the Realms travel minstrels and peddlers, merchants and guards, soldiers, sailors, and steel-hearted adventurers carrying tales of strange, glorious, faraway places. Good maps and clear trails can take even an inexperienced youth with dreams of glory far across the world. Thousands of restless would-be heroes from backcountry farmsteads and sleepy villages arrive in Neverwinter and the other great cities every year in search of wealth and renown.

Known roads may be well traveled, but they aren't necessarily safe. Fell magic, deadly monsters, and cruel local rulers are all perils that you face when you travel in the Forgotten Realms. Even farms and freeholds within a day's walk of a city can fall prey to monsters, and no place is safe from the sudden wrath of a dragon.

The regional map shows just a tiny part of this vast world, in a region called the Sword Coast. This is a region of adventure, where daring souls delve into the wreckage of ancient strongholds and explore ruins of long-lost cultures. Amid a wilderness of jagged, snow-capped peaks, alpine forests, lawlessness, and monsters, the coast holds the greatest bastions of civilization, including the coastal city of Neverwinter.

Roleplaying and Inspiration

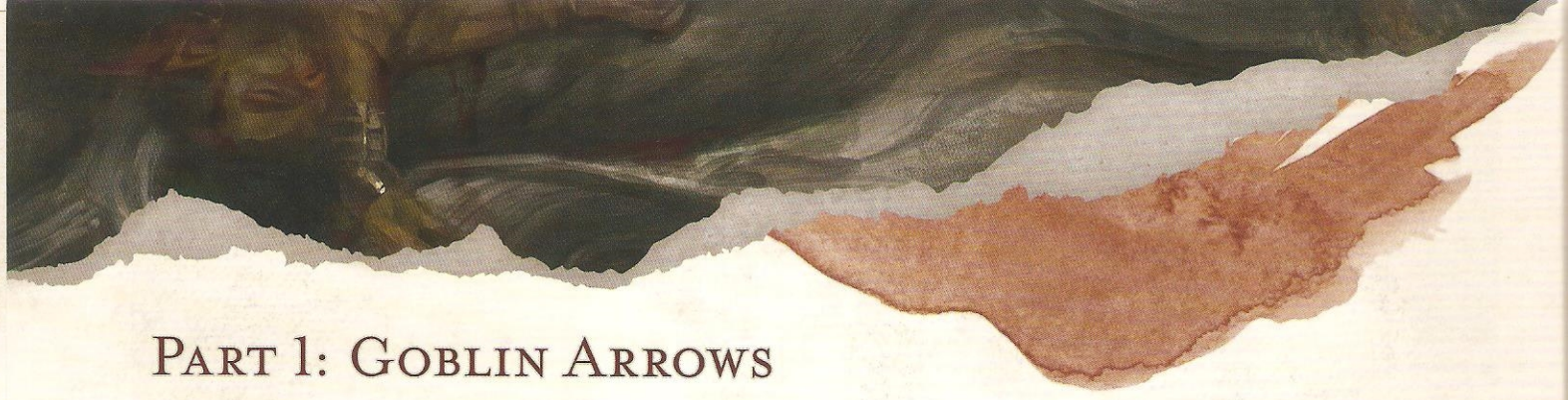
One of the things that you can do as the DM is reward players for roleplaying their characters well.

Each of the characters included in this set has two personality traits (one positive and one negative), an ideal, a bond, and a flaw. These elements can make the character easier and more fun to roleplay. **Personality traits** provide a glimpse into the character's likes, dislikes, accomplishments, fears, attitude, or mannerisms. An **ideal** is something that the character believes in or strives for above all else. A character's **bond** represents a connection to a person, place, or event in the world—someone the character cares about, a place the holds a special connection, or a treasured possession. A **flaw** is a characteristic that someone else can exploit to bring the character to ruin or cause the character to act against his or her best interests.

When a player roleplays a negative personality trait or gives in to a drawback presented by a bond or a flaw, you can give that player's character one **inspiration** as a reward. The player can then spend it when his or her character makes an ability check, an attack roll, or a saving throw. Spending inspiration gives the character advantage on the roll. A clever player might spend the inspiration to counteract disadvantage on a roll.

A character can have only one inspiration at a time.


One hex = 5 miles
N
W
E
S
The Crags
Mount Hotenow
Neverwinter Wood
Starmetal Hills
Thundertree
Neverwinter
Agatha's Lair
Conyberry
Cragmaw Castle
Old Owl Well
Triboar Trail
The High Road
Wyvern Tor
Cragmaw Hideout
Icespire Peak
Wave Echo Cave
Phandalin
Sword Mountains
Leilon
Krypt garden Forest
Mere of Dead Men
City
Town
Ruins
Point of Interest
Peak
Road
Trail
River
Forest
Marsh
Hills
Mountains



Part 1: Goblin Arrows

The adventure begins as the player characters are escorting a wagon full of provisions and supplies from Neverwinter to Phandalin. The journey takes them south along the High Road to the Triboar Trail, which heads east (as shown on the overland map). When they're a half-day's march from Phandalin, they run into trouble with goblin raiders from the Cragmaw tribe.

Read the boxed text when you're ready to start. If you create a different adventure hook, skip to the second paragraph and adjust the details as necessary, ignoring the information about driving the wagon.

> In the city of Neverwinter, a dwarf named Gundren Rockseeker asked you to bring a wagonload of provisions to the rough-and-tumble settlement of Phandalin, a couple of days' travel southeast of the city. Gundren was clearly excited and more than a little secretive about his reasons for the trip, saying only that he and his brothers had found "something big," and that he'd pay you ten gold pieces each for escorting his supplies safely to Barthen's Provisions, a trading post in Phandalin. He then set out ahead of you on horse, along with a warrior escort named Sildar Hallwinter, claiming he needed to arrive early to "take care of business."
>
> You've spent the last few days following the High Road south from Neverwinter, and you've just recently veered east along the Triboar Trail. You've encountered no trouble so far, but this territory can be dangerous. Bandits and outlaws have been known to lurk along the trail.

Before continuing with the adventure, take a few minutes to do the following:

- Encourage the players to introduce their characters to each other if they haven't done so already.
- Ask the players to think about how their characters came to know their dwarf patron, Gundren Rockseeker. Let the players concoct their own stories. If a player is hard-pressed to think of anything, suggest something simple. For example, Gundren could be a childhood friend or someone who helped the player's character get out of a tough scrape. This exercise is a great opportunity for the players to contribute to the adventure's backstory.
- Ask the players to give you the party's marching order and how their characters are traveling. Who's in front, and who's bringing up the rear? If the characters are escorting Gundren's wagonload of supplies, then one or two characters need to be driving the wagon. The rest of the characters can be riding on the wagon, walking alongside, or scouting ahead, as they like.

Driving the Wagon

Any character can drive a wagon, and no particular skill is necessary. Two oxen pull the wagon. If no one is holding the reins, the oxen stop where they are.

The wagon is packed full of an assortment of mining supplies and food. This includes a dozen sacks of flour, several casks of salted pork, two kegs of strong ale, shovels, picks, and crowbars (about a dozen each), and five lanterns with a small barrel of oil (about fifty flasks in volume). The total value of the cargo is 100 gp.

When you're ready, continue with the "Goblin Ambush" section.

Goblin Ambush

Read the following boxed text to start the encounter:

> You've been on the Triboar Trail for about half a day. As you come around a bend, you spot two dead horses sprawled about fifty feet ahead of you, blocking the path. Each has several black-feathered arrows sticking out of it. The woods press close to the trail here, with a steep embankment and dense thickets on either side.

If you are using the "Meet Me in Phandalin" adventure hook, then any character who approaches to make a closer investigation can identify the horses as belonging to Gundren Rockseeker and Sildar Hallwinter. They've been dead about a day, and it's clear that arrows killed the horses. When the characters inspect the scene closer, read the following:

> The saddlebags have been looted. Nearby lies an empty leather map case.

Four **goblins** are hiding in the woods, two on each side of the road. They wait until someone approaches the bodies and then attack.

This will likely be the first of many combat encounters in the adventure. Here are the steps you should follow to run it effectively:

- Review the **goblin** stat block in appendix B. Since the goblins are hiding, you'll need to know their Stealth skill modifier: +6.
- Check to see who, if anyone, is surprised. The party cannot surprise the goblins, but the goblins might surprise some or all the characters. Make a Dexterity (Stealth) check for the goblins, rolling once for all of them. Roll a d20, add the goblins' Stealth skill modifier (+6) to the roll, and compare the result to the characters' passive Wisdom (Perception) scores. Any character whose score is lower than the goblins' check result is surprised and loses his or her turn during the first round of combat (see "Surprise" in the rulebook).
- Use the initiative rules in the rulebook to determine who acts first, second, third, and so on. Keep track of everyone's initiative count in the margins of this book or on a separate piece of paper.
- When the time comes for the goblins to act, two of them rush forward and make melee attacks while two goblins stand 30 feet away from the party and make ranged attacks. The goblins' stat block contains the information you need to resolve these attacks. For more information on what the goblins can do on their turn, see chapter 2, "Combat," in the rulebook.
- When three goblins are defeated, the last goblin attempts to flee, heading for the goblin trail.

Developments

In the unlikely event that the goblins defeat the adventurers, they leave them unconscious, loot them and the wagon, then head back to the Cragmaw hideout. The characters can continue on to Phandalin, buy new gear at Barthen's Provisions, return to the ambush site, and find the goblins' trail.

The characters might capture one or more goblins by knocking them unconscious instead of killing them. A character can use any melee weapon to knock a goblin unconscious, succeeding if the attack deals enough damage to drop the goblin to 0 hit points. Once it regains consciousness after a few minutes, a captured goblin can be convinced to share what it knows (see the "What the Goblins Know" sidebar on page 8). A goblin can also be persuaded to lead the party to the Cragmaw hideout while avoiding traps along the way (see the "Goblin Trail" section).

The characters might not find the goblin trail, or they could decide to continue to Phandalin. In that case, skip ahead to part 2, "Phandalin." Elmar Barthen (the owner of Barthen's Provisions) seeks out the characters and informs them that Gundren Rockseeker never arrived. He recounts the goblin troubles and suggests that the characters return to the ambush site to investigate further (after they rest). Barthen also tells the party that Linene Graywind of the Lionshield Coster (see page 16) can provide more information on the goblin attacks.

Rests

The party might need to rest after the goblin ambush, depending on how the battle plays out. See the rulebook for more information on short rests and long rests.

Goblin Trail

After the characters defeat the goblins, any inspection of the area reveals that the creatures have been using this place to stage ambushes for some time. A trail hidden behind thickets on the north side of the road leads northwest. A character who succeeds on a DC 10 Wisdom (Survival) check recognizes that about a dozen goblins have come and gone along the trail, as well as signs of two human-sized bodies being hauled away from the ambush site.

The party can easily steer the wagon away from the road and tie off the oxen while the group pursues the goblins.

The trail leads five miles northwest and ends at the Cragmaw hideout (see that section). Ask the players to determine the party's marching order as the characters move down the trail. The order is important, because the goblins have set two traps to thwart pursuers.

Snare. About 10 minutes after heading down the trail, a party on the path encounters a hidden snare. If the characters are searching for traps, the character in the lead spots the trap automatically if his or her passive Wisdom (Perception) score is 12 or higher. Otherwise, the character must succeed on a DC 12 Wisdom (Perception) check to notice the trap. If the character fails to notice the trap, he or she triggers the snare and must succeed on a DC 10 Dexterity saving throw. On a failure, the character is suspended upside down 10 feet above the ground. The character is restrained until 1 or more slashing damage is dealt to the snare's cord. (See the appendix in the rulebook for the effect of being restrained.) A character who isn't carefully lowered down takes 1d6 bludgeoning damage from the fall.

Pit. Another 10 minutes down the trail is a pit the goblins have camouflaged. The pit is 6 feet wide, 10 feet deep, and it triggers when a creature moves across it. The character in the lead spots the hidden pit automatically if his or her passive Wisdom (Perception) score is 15 or higher. Otherwise, the character must succeed on a DC 15 Wisdom (Perception) check to spot the hidden pit. If the trap isn't detected, the lead character must succeed on a DC 10 Dexterity saving throw or fall in, taking 1d6 bludgeoning damage. The pit's walls are not steep, so no ability check is required to scramble out.

Awarding Experience Points

Defeating the goblin ambushers and finding the Cragmaw hideout completes a story milestone. When the party arrives at the hideout, award each character 75 XP. Make sure the players record this gain on their character sheets.

Cragmaw Hideout

The Cragmaw tribe of goblins has established a hideout from which it can easily harass and plunder traffic moving along the Triboar Trail or the path to Phandalin. The Cragmaw tribe is so named because each member of the tribe sharpens its teeth so they appear fierce and jagged.

The leader of the Cragmaw bandits lairing here is a bugbear named Klarg, who has orders from the chief of the Cragmaws to plunder any poorly defended caravans or travelers that come this way. A few days ago, a messenger from Cragmaw Castle brought new instructions: Waylay the dwarf Gundren Rockseeker and anyone traveling with him.

General Features

The Cragmaw cave slopes steeply upward. The entrance is at the foot of a good-sized hill, and the caves and passages are inside the hill itself.

Ceilings. Most of the caves and passages have steeply sloping ceilings that create stalactite-covered vaults rising 20 to 30 feet above the floor.

Light. Areas 1 and 2 are outside. The rest of the complex is dark unless stated otherwise. The boxed text for those locations assumes that the characters have darkvision or a light source.

Rubble. Areas of crumbling rock and gravel are difficult terrain (see "Difficult Terrain" in the rulebook).

Sound. The sound of water in the cave muffles noises to any creatures that aren't listening carefully. Creatures can make a DC 15 Wisdom (Perception) check to attempt to hear activity in nearby chambers.

Stalagmites. These upthrust spires of rock can provide cover (see "Cover" in the rulebook).

Stream. The stream that flows through the complex is only 2 feet deep, cold, and slow moving, allowing creatures to easily wade through it.

What the Goblins Know

If the characters capture or charm any of the goblins here, the goblins can be persuaded to divulge some useful information:

- Fewer than twenty goblins currently dwell in the lair.
- Their leader is a bugbear named Klarg. He answers to King Grol, chief of the Cragmaw tribe, who dwells in Cragmaw Castle. (The goblins can provide basic directions to Cragmaw Castle. It's about twenty miles northeast of the Cragmaw hideout, in Neverwinter Wood.)
- Klarg received a messenger goblin from King Grol a few days ago. The messenger told him that someone named the Black Spider was paying the Cragmaws to watch out for the dwarf Gundren Rockseeker, capture him, and send him and anything he was carrying back to King Grol. Klarg followed his orders. Gundren was ambushed and taken along with his personal effects, including a map.
- The dwarf and his map were delivered to King Grol, as instructed. The dwarf's human companion is being held in the "eating cave" (area 6).

1. Cave Mouth

The trail from the goblin ambush site leads to the entrance of the Cragmaw hideout.

> Following the goblins' trail, you come across a large cave in a hillside five miles from the scene of the ambush. A shallow stream flows out of the cave mouth, which is screened by dense briar thickets. A narrow dry path leads into the cave on the right-hand side of the stream.

The thicket in area 2 is impenetrable from the west side of the stream.

Developments

The goblins in area 2 are supposed to be keeping watch on this area, but they are not paying attention. (Goblins can be lazy that way.) However, if the characters make a lot of noise here—for example, loudly arguing about what to do next, setting up a camp, cutting down brush, and so on—the goblins in area 2 notice and attack them through the thicket, which provides the goblins with three-quarters cover (see the rulebook for rules on cover).

2. Goblin Blind

When the characters cross to the east side of the stream, they can see around the screening thickets to area 2. This is a goblin guard post, though the goblins here are bored and inattentive.

> On the east side of the stream flowing from the cave mouth, a small area in the briar thickets has been hollowed out to form a lookout post or blind. Wooden planks flatten out the briars and provide room for guards to lie hidden and watch the area—including a pair of goblins lurking there right now!

Two **goblins** are stationed here. If the goblins notice intruders in area 1, they open fire with their bows, shooting through the thickets and probably catching the characters by surprise. If the goblins don't notice the adventurers in area 1, they spot them when they splash across the stream, and neither side is surprised.

Characters moving carefully or scouting ahead might be able to surprise the goblin lookouts. Have each character who moves ahead make a Dexterity (Stealth) check contested by the goblins' passive Wisdom (Perception) score to avoid being surprised. See the rulebook for more information on ability check contests.

Thickets. The thickets around the clearing are difficult terrain, but they aren't dangerous—just annoying. They provide half cover to creatures attacking through them. (See "Difficult Terrain" and "Cover" in the rulebook for more information.)

3. Kennel

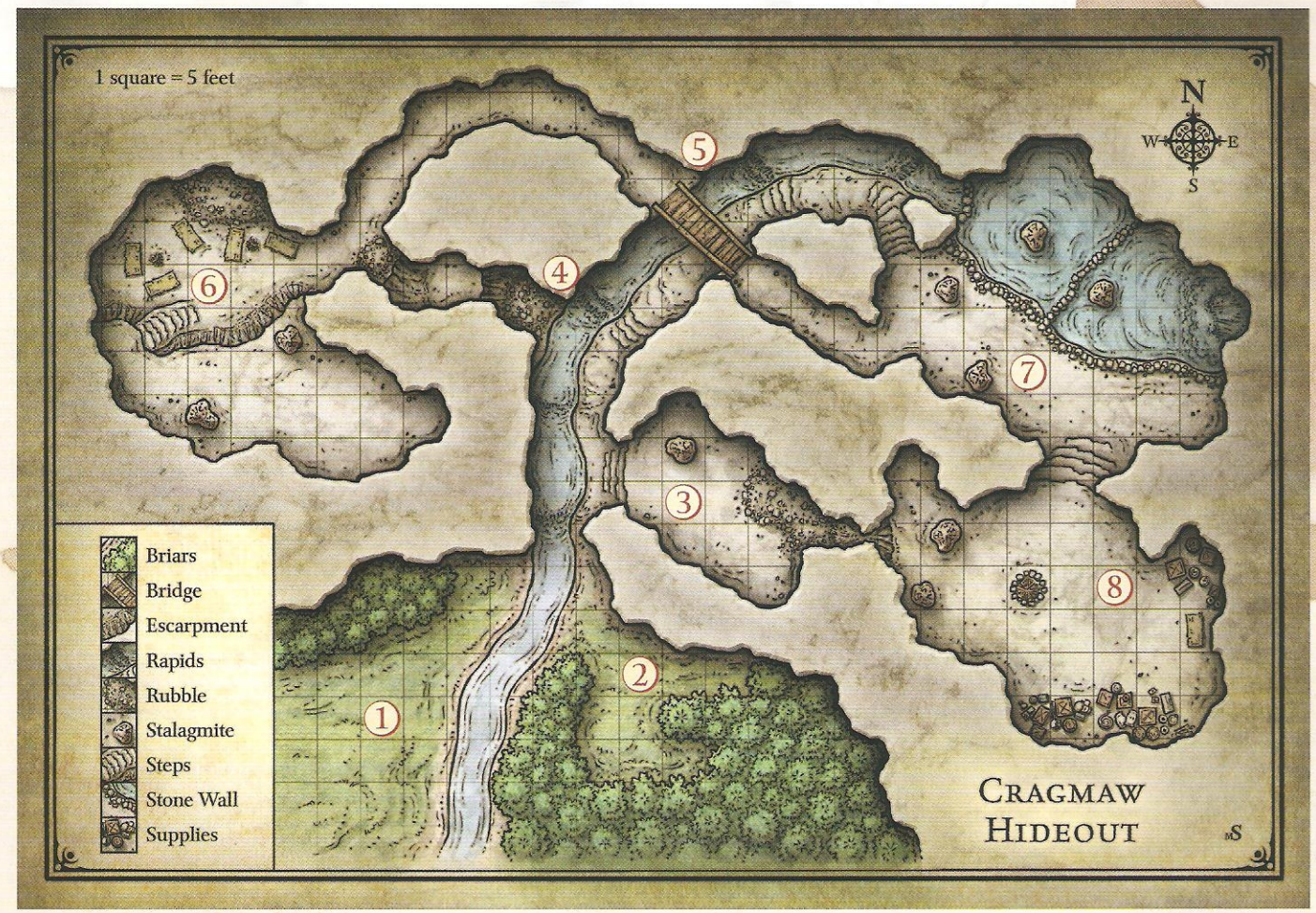
The Cragmaws keep a kennel of foul-tempered wolves that they are training for battle.

> Just inside the cave mouth, a few uneven stone steps lead up to a small, dank chamber on the east side of the passage. The cave narrows to a steep fissure at the far end, and is filled with the stench of animals. Savage snarls and the sounds of rattling chains greet your ears where two wolves are chained up just inside the opening. Each wolf's chain leads to an iron rod driven into the base of a stalagmite.

Three **wolves** are confined here. They can't reach targets standing on the steps, but all three attack any creature except a goblin that moves into the room (see the "Developments" section). Goblins in nearby caves ignore the sounds of fighting wolves, since they constantly snap and snarl at each other.

A character who tries to calm the animals can attempt a DC 15 Wisdom (Animal Handling) check. On a success, the wolves allow the character to move throughout the room. If the wolves are given food, the DC drops to 10.

Fissure. A narrow opening in the east wall leads to a natural chimney that climbs 30 feet to area 8. At the base of the fissure is rubbish that's been discarded through



the opening above. A character attempting to ascend or descend the chimney shaft must make a DC 10 Strength (Athletics) check. If the check succeeds, the character moves at half speed up or down the shaft, as desired. On a check result of 6–9, the character neither gains nor loses ground; on a result of 5 or less, the character falls and takes 1d6 bludgeoning damage per 10 feet fallen, landing prone at the base of the shaft.

Developments

If the wolves are goaded by enemies beyond their reach, they are driven into a frenzy that allows them to yank the iron rod securing their chains out of the floor. Each round that any character remains in sight, the wolves attempt a single DC 15 Strength check. On the first success, they loosen the rod and the DC drops to 10. On a second success, they yank the rod loose, bending it so that their chains are freed.

A goblin or bugbear can use its action to release one wolf from its chain.

4. Steep Passage

From this point on, characters without darkvision will need light to see their surroundings.

> The main passage from the cave mouth climbs steeply upward, the stream plunging and splashing down its west side. In the shadows, a side passage leads west across the other side of the stream.

Adventure Maps

Maps that appear in this adventure are for the DM's eyes only. A map not only shows an adventure location in its entirety but also shows secret doors, hidden traps, and other elements the players aren't meant to see—hence the need for secrecy.

Maps are best used to show multiroom lairs and other locations that have many places to explore. Therefore, not every location needs a map.

When the players arrive at a location marked on a map, you can either rely on a verbal description to give them a clear mental picture of the location, or you can draw what they see on a separate piece of graph paper, copying what's on your map while omitting details as appropriate.

Scale and Grid. A scale allows you to measure distances and dimensions accurately, which is important for combat encounters, magical effects, and light sources, among other things. Indoor maps use grid squares that are either 5 feet on a side or 10 feet on a side.

Compass Rose. A compass rose comes in handy when you're describing locations. For instance, you might need to tell players about "barrels along the north wall" or "the staircase descending to the west."

Characters using light or darkvision to look farther up the passage spot the bridge at area 5. Add:

> In the shadows of the ceiling to the north, you can just make out the dim shape of a rickety bridge of wood and rope crossing over the passage ahead of you. Another passage intersects this one, twenty feet above the floor.

Any character who can see the bridge in area 5 might also notice the goblin guarding the bridge. Doing so requires a Wisdom (Perception) check contested by the goblin's Dexterity (Stealth) check result.

The goblin notices the characters if they carry any light or don't use stealth as they approach the bridge. The goblin does not attack. Instead, it attempts to sneak away to the east to inform its companions in area 7 to release a flood (see the "Flood!" section of area 5). The goblin moves undetected if its Dexterity (Stealth) check exceeds the passive Wisdom (Perception) score of any character who might notice its movements.

Western Passage. This passage is choked with rubble and has steep escarpments. Treat the area as difficult terrain (see "Difficult Terrain" in the rulebook).

The ledge between the two escarpments is fragile. Any weight in excess of 100 pounds loosens the whole mass and sends it tumbling down to the east. Any creature on the ledge when it falls must make a DC 10 Dexterity saving throw, taking 2d6 bludgeoning damage on a failure, or half as much damage on a success. The creature also falls prone on a failed save (see "Being Prone" in the rulebook).

5. Overpass

Where a high tunnel passes through the larger tunnel cavern below, the goblins have set up a bridge guard post.

> The stream passage continues up beyond another set of uneven steps ahead, bending eastward as it goes. A waterfall sounds out from a larger cavern somewhere ahead of you.

If the characters didn't spot the bridge while navigating area 4, they spot it now. Add:

> A rickety bridge spans the passage, connecting two tunnels that are 20 feet above the stream.

One **goblin** stands watch on the bridge. It is hiding, and characters can spot it by succeeding on a Wisdom (Perception) check contested by the goblin's Dexterity (Stealth) check. This guard is lazy and inattentive. If no characters are using light sources, each character can attempt a Dexterity (Stealth) check against the goblin's passive Wisdom (Perception) score to creep by without being noticed.

If the goblin spots the adventurers, it signals the goblins in area 7 to release a flood (see the "Flood!" section), then throws javelins down at the characters.

Bridge. This bridge spans the passage 20 feet above the stream. It's possible to climb up the cavern walls from the lower passage to the bridge. The 20-foot-high walls are rough but slick with spray, requiring a successful DC 15 Strength (Athletics) check to climb.

The bridge has an Armor Class (AC) of 5 and 10 hit points. If the bridge is reduced to 0 hit points, it collapses. Creatures on the collapsing bridge must succeed on a DC 10 Dexterity saving throw or fall, taking 2d6 bludgeoning damage and landing prone (see "Being Prone" in the rulebook). Those who succeed hold onto the bridge and must climb it to safety.

Flood!

The large pools in area 7 have collapsible walls that can be yanked out of place to release a surge of water down the main passage of the lair. In the round after the goblins in area 7 are signaled by the lookout in area 5, they start knocking away the supports. In the following round on the goblins' initiative count, a water surge pours from area 7 down to area 1.

> The passage is suddenly filled with a mighty roar, as a huge surge of rushing water pours down from above!

The flood threatens all creatures in the tunnel. (Creatures on the bridge at area 5 are out of danger, as are any characters successfully climbing the cavern walls.) Any creature within 10 feet of the disused passage at area 4 or the steps leading up to area 3 can attempt a DC 10 Dexterity saving throw to avoid being swept away. A creature that fails to get out of the way can attempt a DC 15 Strength saving throw to hold on. On a failed save, the character is knocked prone and washed down to area 1, taking 1d6 bludgeoning damage along the way.

The goblins in area 7 can release a second flood by opening the second pool, but they don't do this unless the goblin on the bridge tells them to. The goblin on the bridge waits to see if the first flood got rid of all the intruders before calling for the second to be released.

6. Goblin Den

The Cragmaw raiders stationed in the hideout use this area as a common room and barracks.

> This large cave is divided in half by a ten-foot-high escarpment. A steep natural staircase leads from the lower portion to the upper ledge. The air is hazy with the smoke of a cooking fire, and pungent from the smell of poorly cured hides and unwashed goblins.

Six **goblins** inhabit this den, and one of them is a leader with 12 hit points. The five ordinary goblins tend the cooking fire in the lower (northern) part of the cave near the entrance passage, while the leader rests in the upper (southern) part of the cave.

Sildar Hallwinter, a human warrior, is held prisoner in this chamber. He is securely bound on the southern ledge of the cavern. The goblins have been beating and tormenting him, so he is weak and at 1 hit point.

The goblin leader, Yeemik, is second-in-command of the whole hideout. If he sees that the characters are getting the upper hand, he grabs Sildar and drags him over to the edge of the upper level. "Truce, or this human dies!" he shouts.

Yeemik wants to oust Klarg and become the new boss. If the adventurers agree to parley, Yeemik tries to convince them to kill Klarg in area 8, promising to release Sildar when they bring back the bugbear's head. Sildar groggily warns the characters that they shouldn't trust the goblin, and he's right. If the characters take the deal, Yeemik tries to force them to pay a rich ransom for Sildar even after they complete their part of the bargain.

If the characters refuse to parley, Yeemik shoves Sildar over the edge and continues with the fight. Sildar takes 1d6 bludgeoning damage from the fall, which is enough to drop him to 0 hit points. Quick-acting characters can try to stabilize him before he dies (see "Damage, Healing, and Dying" in the rulebook).

Roleplaying Sildar

Sildar Hallwinter is a kindhearted human male of nearly fifty years who holds a place of honor in the famous griffon cavalry of the great city of Waterdeep. He is an agent of the Lords' Alliance, a group of allied political powers concerned with mutual security and prosperity. Members of the order ensure the safety of cities and other settlements by proactively eliminating threats by any means, while bringing honor and glory to their leaders and homelands.

Sildar met Gundren Rockseeker in Neverwinter and agreed to accompany him back to Phandalin. Sildar wants to investigate the fate of Iarno Albrek, a human wizard and fellow member of the Lords' Alliance who disappeared shortly after arriving in Phandalin. Sildar hopes to learn what happened to Iarno, assist Gundren in reopening the old mine, and help restore Phandalin to a civilized center of wealth and prosperity.

Sildar provides the characters with four pieces of useful information:

- The three Rockseeker brothers (Gundren, Tharden, and Nundro) recently located an entrance to the long-lost Wave Echo Cave, site of the mines of the Phandelver's Pact. (Share the information in the first two paragraphs of the "Background" section to the players at this time.)
- Klarg, the bugbear who leads this goblin band, had orders to waylay Gundren. Sildar heard from the goblins that the Black Spider sent word that the dwarf was to be brought to him. Sildar doesn't know who or what the Black Spider is.
- Gundren had a map showing the secret location of Wave Echo Cave, but the goblins took it when they captured him. Sildar believes that Klarg sent the map and the dwarf to the chief of the Cragmaws at a place called Cragmaw Castle. Sildar doesn't know where that might be, but he suggests someone in Phandalin might know. (It doesn't occur to Sildar immediately, but a captured goblin might also be persuaded to divulge the castle's location. See the "What the Goblins Know" sidebar on page 8.)
- Sildar's contact in Phandalin is a human wizard named Iarno Albrek. The wizard traveled to the town two months ago to establish order there. After the Lords' Alliance received no word from Iarno, Sildar decided to investigate.

Sildar tells the characters that he intends to continue on to Phandalin, since it's the nearest settlement. He offers to pay the party 50 gp to provide escort. Although he has no money on him, Sildar can secure a loan to pay the characters within a day after arriving in Phandalin. First, he hopes they'll put a stop to the goblin raids by clearing out the caves.

Developments

If he is rescued and healed, Sildar Hallwinter remains with the party but is anxious to reach Phandalin as quickly as possible. He doesn't have any weapons or armor, but he can take a shortsword from a defeated goblin or use a weapon loaned to him by a character.

If Sildar joins the party, see the "NPC Party Members" sidebar for tips on how to run him.

Treasure

Yeemik carries a pouch containing three gold teeth (1 gp each) and 15 sp. Sildar's gear, along with Gundren Rockseeker, was taken to Cragmaw Castle.

NPC Party Members

An NPC might join the party, if only for a short time. Here are some tips to help you run an NPC party member:

- Let the characters make the important decisions. They are the protagonists of the adventure. If the characters ask an NPC party member for advice or direction, remember that NPCs make mistakes too.
- An NPC won't deliberately put himself or herself in harm's way unless there's a good reason to do so.
- An NPC won't treat all party members the same way, which can create some fun friction. As an NPC gets to know the characters, think about which characters the NPC likes most and which ones the NPC likes least, and let those likes and dislikes affect how the NPC interacts with the party members.
- In a combat encounter, keep the NPC's actions simple and straightforward. Also, look for things that the NPC can do besides fighting. For example, an NPC might stabilize a dying character, guard a prisoner, or help barricade a door.
- If an NPC contributes greatly to the party's success in a battle, the NPC should receive an equal share of the XP earned for the encounter. (The characters receive less XP as a consequence.)
- NPCs have their own lives and goals. Consequently, an NPC should remain with the party only as long as doing so makes sense for those goals.

7. Twin Pools Cave

If the goblins have drained either pool to flood the passage, adjust the following boxed text accordingly.

> This cavern is half filled with two large pools of water. A narrow waterfall high in the eastern wall feeds the pool, which drains out the western end of the chamber to form the stream that flows out of the cave mouth below. Low fieldstone walls serve as dams holding the water in. A wide exit stands to the south, while two smaller passages lead west. The sound of the waterfall echoes through the cavern, making it difficult to hear.

Three **goblins** guard this cave. If the goblin in area 5 spotted the characters and warned the goblins here, they are ready for trouble. The noise of the waterfall means that the creatures in area 8 can't hear any fighting that takes place here, and vice versa. Therefore, as soon as a fight breaks out here, one goblin flees to area 8 to warn Klarg.

Rock Dams. The goblins built simple dams to control the flow of water through the heart of the complex. If the goblin sentry in area 5 has called for the goblins here to release a flood, one or both of the pools are mostly empty and the stream is flowing unimpeded.

8. Klarg's Cave

The leader of the goblinoids insists on keeping the bulk of the raiders' stolen goods in his den. The Cragmaws' plunder from the last month of raiding and ambushing caravans is here.

> Sacks and crates of looted provisions are piled up in the south end of this large cave. To the west, the floor slopes toward a narrow opening that descends into darkness. A larger opening leads north down a set of natural stone steps, the roar of falling water echoing from beyond. In the middle of the cavern, the coals of a large fire smolder.

Klarg the **bugbear** shares this cave with his mangy pet **wolf**, Ripper, and two **goblins**. The bugbear is filled with delusions of grandeur and views himself as a mighty warlord just beginning his career of conquest. He is not entirely sane, referring to himself in the third person ("Who dares defy Klarg?" or "Klarg will build a throne from your bones, puny ones!"). The goblins under his command resent his bullying.



Fire Pit. The hot coals in the central fire pit deal 1 fire damage to any creature that enters the fire pit, or 1d6 fire damage to any creature that falls prone there. A creature can take each type of damage only once per round.

Natural Chimney. A niche in the western wall forms the top of a shaft that descends 30 feet to area 3. See that area for information on climbing the natural chimney.

Supplies. The piles of sacks and crates can provide half cover to any creature fighting or hiding behind them. Most are marked with the image of a blue lion—the symbol of the Lionshield Coster, a merchant company with a warehouse and trading post in Phandalin.

Hidden among the supplies is an unlocked treasure chest belonging to Klarg (see the "Treasure" section). Any character who searches the supplies finds the chest.

Developments

If Klarg is warned by the goblins in area 7 that the hideout is under attack, he and his wolf hide behind stalagmites while the goblins take cover behind the piles of supplies, hoping to ambush the characters when they enter the cave.

If Klarg and company are not warned about possible attackers, the characters have a good chance to surprise them. The easiest way for the characters to achieve this is to climb the chimney from area 3, since Klarg does not expect an attack from that direction.

If the wolf is killed, the bugbear attempts to climb down the chimney to area 3 and flee the cave complex.

Treasure

The captured stores are bulky, and the characters will need a wagon to transport them. If they return the supplies to the Lionshield Coster in Phandalin (see part 2, "Phandalin"), they earn a reward of 50 gp and the friendship of Linene and her company.

In addition to the stolen provisions, Klarg has a treasure chest that contains 600 cp, 110 sp, two *potions of healing*, and a jade statuette of a frog with tiny golden orbs for eyes (40 gp). The frog statuette is small enough to fit in a pocket or pouch.

What's Next?

The next stage of the adventure takes place in Phandalin. The adventurers should have plenty of reasons to visit the town:

- If the characters began with the "Meet Me in Phandalin" adventure hook, they can be paid by Barthen's Provisions for delivering the wagonload of supplies.
- If the characters rescued Sildar Hallwinter, the wounded warrior would appreciate an escort to Phandalin (and will pay 50 gp for the service).
- Details contained within the characters' backgrounds might prompt them to seek out specific NPCs in the town.

It's also possible that players might decide to do something different, such as striking out in search of Cragmaw Castle (in part 3 of the adventure). If that's the case, skip ahead to that section.

Awarding Experience Points

Exploring the Cragmaw hideout and defeating Klarg and his allies completes a story milestone. Award each character 275 XP. This should provide enough XP for the characters to attain 2nd level.

Level advancement rules for characters are provided on loose sheets included in this set. Hand these sheets to the players, and allow them to advance their characters to 2nd level before continuing the adventure. Make sure they've recorded their XP totals on their character sheets.

In the next part of the adventure, you'll award XP differently. The characters will earn experience points based on the monsters and traps they overcome, the NPCs they interact with, and the goals they accomplish.

If the adventurers come up with a nonviolent way to neutralize the threat that a monster poses, award them experience points as if they had defeated it.



Part 2: Phandalin

The frontier town of Phandalin is built on the ruins of a much older settlement. Hundreds of years ago, the old Phandalin was a thriving human town whose people were firmly allied with the dwarves and gnomes of the Phandelver's Pact. However, the same orc horde that sacked the mines at Wave Echo Cave laid waste to the settlement, and Phandalin was abandoned for centuries.

In the last three or four years, hardy settlers from the cities of Neverwinter and Waterdeep have begun the hard work of reclaiming the ruins of Phandalin. A bustling frontier settlement has grown up on the site of the old town, and is home now to farmers, woodcutters, fur traders, and prospectors drawn by stories of gold and platinum in the foothills of the Sword Mountains. Unfortunately, more than a few bandits and brigands have settled here as well, taking advantage of the fact that the area has no local lord or authority to chase them off. A gang known as the Redbrands has controlled Phandalin for the past two months, extorting and bullying everyone in town. The gang is led by a mysterious figure known to the townsfolk as Glasstaff.

When the characters first arrive in Phandalin, read:

> The rutted track emerges from a wooded hillside, and you catch your first glimpse of Phandalin. The town consists of forty or fifty simple log buildings, some built on old fieldstone foundations. More old ruins—crumbling stone walls covered in ivy and briars—surround the newer houses and shops, showing how this must have been a much larger town in centuries past. Most of the newer buildings are set on the sides of the cart track, which widens into a muddy main street of sorts as it climbs toward a ruined manor house on a hillside at the east side of town.
>
> As you approach, you see children playing on the town green and townsfolk tending to chores or running errands at shops. Many people look up as you approach, but all return to their business as you go by.

If Sildar Hallwinter is with the party, add:

> Sildar seems much more at ease.
>
> "My friends," he says, "let us secure lodgings. I'm told the local inn is very quaint."

Sildar's plan is to get some rest at the Stonehill Inn, then search Phandalin for signs of the missing wizard, Iarno Albrek. When his investigation hits a dead end, he sets up a meeting with Townmaster Harbin Wester (see the "Townmaster's Hall" section).

During this part of the adventure, the characters can visit the various locations in Phandalin and talk to the NPCs there. (See the "Town Description"section for details.) The town is small enough that it takes only a few minutes to stroll from one end to the other. However, the characters arrive late in the day and can't get to more than one or two locations before it's time to seek lodgings for the night.

Some locales the characters should visit include the following:

- **Barthen's Provisions.** If the characters have the wagonload of supplies from the "Meet Me in Phandalin" adventure hook, they are meant to deliver it to this shop.
- **Lionshield Coster.** If the characters retrieved the stolen goods from the Cragmaw hideout, they might want to return them to the rightful owner.
- **Stonehill Inn.** If the characters have Sildar Hallwinter with them, the knight suggests heading for this inn to find lodgings. If the characters are otherwise looking for a place to eat and sleep, they discover that the Stonehill appears to be the best available option.

Encounters in Phandalin

When the characters explore Phandalin, you don't need to keep track of how much time is spent at each location. Instead, imagine that you're directing an old-style western movie. Your goal is to present several scenes in which the adventurers walk into a store or saloon and meet the people there. By interacting with these NPCs, the adventurers learn what the NPCs need or what information they want to share, then can move on to the next location. These scenes are a series of roleplaying encounters that take place over the course of a couple of days of game time.

To begin, ask the players where they want to go and what they want to do in town. For example, you could tell them, "There's an inn, a town hall, a shrine, general stores and trading posts, and a few other homes and businesses. Where do you want to go?" When the players pick a spot, refer to the description in the following section, introduce the NPCs there, and let the interaction begin.

The Stonehill Inn. If the players aren't sure what their characters should do, encourage them to begin at the Stonehill Inn. The NPCs there are "pointers" who can direct the characters toward the various adventure opportunities and important rumors that can be found in other parts of the town. By visiting the inn, the characters learn what other places they should visit.

Redbrand Ruffians. Sooner or later, the adventurers run into the thugs who run Phandalin. All you need to do is choose when the ruffians appear. After the characters have had a chance to visit several locations in town and talk to the townsfolk, they might decide to go looking for the Redbrands. When they do, run the "Redbrand Ruffians" encounter. Alternatively, if the characters are reluctant to seek out the ruffians, the Redbrands can come looking for them at a time of your choosing.

Finding Cragmaw Castle. The characters might want to seek out Cragmaw Castle to find and rescue Gundren Rockseeker. Most of the townsfolk are preoccupied with the Redbrands, and no one in town knows the location of Cragmaw Castle. Qelline Alderleaf, Sildar Hallwinter, and Halia Thornton can offer suggestions on how the party might find someone who knows the location.

Important NPCs

Here is a quick summary of the most important NPCs in Phandalin, and their relevance to the adventure.

Toblen Stonehill	Innkeeper
Elmar Barthen	Owns a trading post; owes money to the party if you are using the "Meet Me in Phandalin" adventure hook
Daran Edermath	Member of the Order of the Gauntlet with a quest for the party
Linene Graywind	Runs a trading post and offers a reward for retrieving her supplies
Halia Thornton	Member of the Zhentarim with a quest for the party
Qelline Alderleaf	Helpful halfling farmer whose son, Carp, knows a secret way into the Redbrands' hideout
Sister Garaele	Elf cleric of Tymora and Harper agent with a quest for the party
Harbin Wester	Townmaster of Phandalin with a quest for the party
Sildar Hallwinter	Member of the Lords' Alliance with two quests for the party

Roleplaying Phandalin NPCs

If you're not sure how to run an NPC, a good way to start is to have the character introduce himself or herself, welcome the adventurers to Phandalin, and ask who they are and what they want. You don't need to be an actor or stand-up comedian to get good drama or humor out of your NPCs, but if you want to ham it up, here's some advice:

- **Relax.** Don't worry about impressing your players with your thespian skills (or lack thereof).
- **Get inside the NPCs' minds.** Imagine how they might react to the characters, and strive to be realistic.
- **Mug it up.** Scowl, smile, snarl, flutter your eyelashes, pout, cross your eyes, rub your hands together—whatever it takes to make your NPCs come to life.
- **Try different voices.** Borrow distinctive speech patterns from real life, movies, and television. Adjust the volume as appropriate. An NPC can be loud, soft-spoken, or something in between.
- **Keep the game moving.** Let the players steer the interactions with the NPCs.

The characters have no reason to fight ordinary townsfolk. Hence, no game statistics are provided for them. If statistics become necessary, use the **commoner** stat block to represent an adult NPC of any race.

Town Description

Phandalin is small, so the characters can visit multiple locations and NPCs throughout a given day. If the players choose to have their characters split up, they can cover more ground, but you'll have to take turns running each interaction for each player. Splitting the party also makes the "Redbrand Ruffians" encounter potentially more dangerous.

The following sections detail specific locations in town.

Stonehill Inn

> In the center of town stands a large, newly built roadhouse of fieldstone and rough-hewn timbers. The common room is filled with locals nursing mugs of ale or cider, all of them eyeing you with curiosity.

This modest inn has six rooms for rent (Sildar Hallwinter takes one). If the characters decide to stay here, see "Food, Drink, and Lodging" in the rulebook for pricing. (The characters' other alternative for lodging is to camp outside the town, or to persuade a farmer such as Daran Edermath or Qelline Alderleaf to let them sleep in a hayloft.)

The proprietor is a short, friendly young human male named Toblen Stonehill. Toblen is a native of the town of Triboar to the east. He came to Phandalin to prospect, but soon realized that he knew a lot more about running an inn than he did about mining. The new town offered a good opportunity to become established. Toblen is upset that the Redbrands have been allowed to terrorize the town, and that Harbin Wester, the townmaster, has done nothing to curtail them. However, he tries not to stir up trouble for fear that the Redbrands might retaliate against his wife and children.

Rumors. Spending a little time in the common room and chatting up the townspeople can provide the characters with a number of good leads to explore in and around town. NPCs present in the Stonehill Inn and the rumors they pass on include:

- Narth, an old farmer: "Sister Garaele, who oversees the Shrine of Luck, recently left town for a few days, then returned wounded and exhausted." (See the "Shrine of Luck" section for more information.)
- Elsa, a gossipy barmaid: "Daran Edermath, the orchard keeper, is a former adventurer." (See the "Edermath Orchard" section for more information.)
- Lanar, a miner: "Orc raiders have been seen on the east end of Triboar Trail. The townmaster is looking for someone to run them off." (See the "Townmaster's Hall" section for more information.)
- Trilena, the innkeeper's wife: "Thel Dendrar, a local woodcarver, stood up to the Redbrands a tenday ago when they came by his shop and leered at his wife. The ruffians murdered him. Several townsfolk saw it happen. The Redbrands grabbed his body, and now his wife, daughter, and son have gone missing too." (Unknown

to Trilena and the other townsfolk, the Redbrands took Thel's wife and children to their secret hideout.)

- Pip, Toblen's young son: "Qelline Alderleaf's son Carp said he found a secret tunnel in the woods, but Redbrands almost caught him." (See the "Alderleaf Farm" section for more information.)
- Freda, a weaver: "The Redbrands hassle every business in town, except for the Phandalin Miner's Exchange. They don't want trouble with Halia Thornton, who runs it." (See the "Phandalin Miner's Exchange" section for more information.)

These leads should point the characters toward opportunities for adventure in and around Phandalin. In addition, any NPC at the inn can tell the characters that the Redbrands frequent the Sleeping Giant tap house at the east end of town—and that the ruffians are trouble.

Barthen's Provisions

Barthen's is the biggest trading post in Phandalin. Its shelves stock most ordinary goods and supplies, including backpacks, bedrolls, rope, and rations. The place is open from sunup to sundown. Barthen's does not stock weapons or armor, but characters can purchase other adventuring gear here, with the exception of items that cost more than 25 gp. (For prices, see "Adventuring Gear" in the rulebook.) Characters in need of weapons or armor are directed to the Lionshield Coster (see that section).

The proprietor is Elmar Barthen, a lean and balding human male shopkeeper of fifty years with a kindly manner. He employs a couple young clerks (Ander and Thistle) who help load and unload wagons, and who wait on customers when Barthen isn't around.

Delivering the Supplies. If the characters began play with the "Meet Me in Phandalin" adventure hook, their orders are to deliver the wagon of supplies to Barthen's. Barthen pays the agreed amount (10 gp to each character) and takes possession of the wagon and its supplies. If the characters tell him of Gundren Rockseeker's capture, Barthen is saddened by the news and encourages the party to find and rescue the dwarf. He considers Gundren a friend and was excited by talk of discovering the lost mine of the Phandelver's Pact in the nearby hills. If the party hasn't already learned details of the mine from Sildar Hallwinter, a character who succeeds on a DC 15 Intelligence (History) check can relate the information from the first two paragraphs of the "Background" section at the start of the adventure.

Barthen also mentions that two more Rockseeker brothers, Nundro and Tharden, are camped somewhere outside town. Barthen hasn't seen them in a tenday and expects the brothers to return "any day now" to resupply. What Barthen doesn't know is that Tharden is dead and Nundro is a prisoner in the mine. See part 4, the "Wave Echo Cave" section, for more information.

Barthen's News. If the characters ask Barthen how business is going, the shopkeeper tells them that the Redbrands are making it hard on everyone, shaking down local businesses and flouting the townmaster's authority. If the characters seem of a mind to do something about it, he tells them that the Redbrands frequent the Sleeping Giant tap house.

Edermath Orchard

Daran Edermath is a retired adventurer who lives in a tidy little cottage beside an apple orchard. A fit, silver-haired half-elf well over a hundred years old, Daran is a fighter who served as a marshal and herald for many years in the lands of the Dragon Coast, far to the southeast. Upon retiring, he returned to the Neverwinter region, his original home.

Daran is a member of the Order of the Gauntlet, a devout and vigilant group that seeks to protect others from the depredations of evildoers. The order is always vigilant, ready to smite evil, enforce justice, and enact retribution against any who try to subjugate or harm others. Though he is no longer active in the order, he keeps an eye on happenings around Phandalin. He is happy to trade news with fellow adventurers, especially those who appear to hold to these virtues.

Daran is concerned about the Redbrands, and he would like to see a group of adventurers teach the ruffians a lesson. He tells the characters that it's time someone took a stand against the Redbrands' leader, Glasstaff. Daran knows the Redbrands hang around the Sleeping Giant tap house, but he can also tell the characters that the main Redbrand safe house lies under Tresendar Manor, the ruin at the east edge of town. (See the "Tresendar Manor" section for more information.)

Quest: Old Owl Trouble. Daran has heard stories from prospectors in the hills northeast of Phandalin that someone is digging around in the ruins known as Old Owl Well. More disturbingly, several prospectors have reported being chased from the area by undead. He asks the characters to visit the ruins, a couple days march northeast of Phandalin, and find out who's there and what they're up to. Daran knows that the ruins are an old watchtower of an ancient magical empire known as Netheril, and he worries that dangerous magic might be dormant there. If the party pursues this quest, see "Old Owl Well" (page 29).

Joining the Order of the Gauntlet

If the party deals with the Redbrands and investigates Old Owl Well, Daran Edermath privately approaches certain members of the group to urge them to join the Order of the Gauntlet. He speaks with those who exemplify the virtues of the order, such as honor and vigilance. If a character agrees, Daran awards the person the title of Chevall.

Lionshield Coster

> Hanging above the front door of this modest trading post is a sign shaped like a wooden shield with a blue lion painted on it.

This building is owned by the Lionshields, a merchant company based in the city of Yartar, over a hundred miles to the east. They ship finished goods to Phandalin and other small settlements throughout the region, but this outpost has been hard hit by banditry. The most recent Lionshield caravan due in Phandalin never arrived. (It was attacked and its cargo captured by the Cragmaw goblins.)



The master of the Phandalin post is a sharp-tongued human woman of thirty-five named Linene Graywind. She knows that bandits have raided Lionshield caravans, but she doesn't know who is responsible.

In a back room, Linene keeps a supply of armor and weapons, all of which are for sale to interested buyers. (For prices, see "Adventuring Gear" in the rulebook.) Linene has a few scruples, however, and won't sell weapons to anyone she thinks might be a threat to the town. Among those with whom she refuses to do business are the Redbrands. She warns the characters that the ruffians are trouble and advises them to avoid the Sleeping Giant tap house.

Recovered Goods. If the characters return the stolen goods found in area 8 of the Cragmaw hideout (or if they left the goods but reveal where they can be found), Linene gives them a reward of 50 gp and promises to help the adventurers any way she can.

Phandalin Miner's Exchange

The Miner's Exchange is a trading post where local miners have their valuable finds weighed, measured, and paid out. In the absence of any local lord or authority, the exchange also serves as an unofficial records office, registering claims to various streams and excavations around the area. There isn't any real gold rush in Phandalin, but enough wealth is hidden in the nearby streams and valleys to support a good number of independent prospectors.

The exchange is a great place to meet people who spend a lot of time out and about in the countryside surrounding Phandalin. The guildmaster is an ambitious and calculating human woman named Halia Thornton. In her attempts to establish the Miner's Exchange as the closest thing the town has to a governing authority, she acts as more than a simple merchant. She is also an agent of the Zhentarim, a powerful organization that seeks to exert secret control over the North through wealth and influence. Halia is working slowly to bring Phandalin under her control, and can become a valuable patron to the characters if they don't cross her.

Halia doesn't know the location of Cragmaw Castle, but she has heard that the Redbrands have a goblin minion serving them. She suggests the goblin might know the location. She leverages this information to try to persuade the characters into helping her deal with the Redbrands.

Quest: Halia's Job Offer. If approached by characters she believes she can control, Halia explains that the Redbrands are a problem. She tells how the ruffians loiter around the Sleeping Giant tap house and have a base under Tresendar Manor, on the east edge of town. She then offers the characters 100 gp to eliminate the Redbrand leader, whom the outlaws call Glasstaff, and bring her any correspondence found in the leader's quarters. Halia doesn't reveal that she wants to take over the Redbrand operation herself. A DC 15 Wisdom (Insight) check indicates she has ulterior motives for wanting the Redbrand leader dead.

Joining the Zhentarim

If the party disposes of the Redbrand leader, Halia Thornton approaches certain members of the group to urge them to join the Zhentarim. She speaks with those who share the Zhentarim's pursuits, such as wealth and power. Even if the party wipes out the Redbrand gang, Halia might still extend the offer in an effort to gain friends (and spies) within the party. If a character agrees, Halia gives the individual the title of Fang.

Alderleaf Farm

A wise female halfling of forty-five, Qelline Alderleaf is a pragmatic farmer who seems to know everything that goes on in town. She is a kind host, and is willing to let the characters stay in her hayloft if they don't want to stay at the Stonehill Inn.

Carp's Story. Qelline's son, Carp, is a spirited and precocious halfling lad of ten years. He is enchanted by the idea of being an adventurer and says that he was playing in the woods near Tresendar Manor when he found a secret tunnel in a thicket. A couple of "big ugly bandits" came out of the tunnel when he was there, and met with a pair of Redbrands. They didn't see him, but it was close. Carp thinks that the bandits have a secret lair under the old manor house. He can take the characters to the tunnel or provide them with directions to the location. The tunnel leads to area 8 in the Redbrand hideout.

Quest: Reidoth the Druid. Qelline is a longtime friend of a druid named Reidoth. If she figures out that the characters are looking for specific sites in the area, such as Cragmaw Castle or Wave Echo Cave, she suggests that they visit Reidoth and ask for his help, "since there's not an inch of the land he doesn't know." She tells the characters that Reidoth recently set out for the ruins of a town called Thundertree, just west of the Neverwinter Wood. The ruins are about fifty miles northwest of Phandalin, and she provides directions so the characters can easily find the place. If the party pursues this quest, see "Ruins of Thundertree" (page 30).

Shrine of Luck

Phandalin's only temple is a small shrine made of stones taken from the nearby ruins. It is dedicated to Tymora, goddess of luck and good fortune.

The shrine is in the care of a scholarly acolyte named Sister Garaele, a zealous young elf who despairs of ever ridding Phandalin of the Redbrands. Sister Garaele is a member of the Harpers, a scattered network of adventurers and spies who advocate equality and covertly oppose the abuse of power. The Harpers gather information throughout the land to thwart tyrants and any leader, government, or group that grows too strong. They aid the weak, the poor, and the oppressed. Sister Garaele regularly reports to her superiors on events in and around Phandalin.

Quest: The Banshee's Bargain. Recently, Garaele's superiors asked her to undertake a delicate mission. They wanted her to persuade a banshee named Agatha to answer a question about a spellbook. Garaele sought out Agatha in her lair, but the creature did not appear for her.

Garaele desires an intermediary to bring Agatha a suitable gift, a jeweled silver comb, and persuade the creature to tell what she knows about the location of a spellbook belonging to a legendary mage named Bowgentle. Sister Garaele believes that a character who flatters Agatha's vanity might be able to trade the comb for an answer. She offers the quest to the characters and offers them three *potions of healing* as payment for their efforts. If the party pursues this quest, see "Conyberry and Agatha's Lair" (page 28).

Joining the Harpers

If the party helps Garaele learn the fate of Bowgentle's spellbook, the elf privately approaches certain members of the group to urge them to join the Harpers. She speaks with those who exemplify the virtues of the network and possess a desire to enact positive change through information and secrecy. If a character agrees, Sister Garaele awards the individual the title of Watcher.

The Sleeping Giant

This rundown tap house is a dirty, dangerous watering hole at the end of Phandalin's main street. It is frequented by Redbrand thugs and operated by a surly female dwarf named Grista. If the characters choose to visit the place, run the "Redbrand Ruffians" encounter.

Townmaster's Hall

> The townmaster's hall has sturdy stone walls, a pitched wooden roof, and a bell tower at the back. Posted on a board next to the front door is a notice written in Common. It reads: "REWARD—Orcs near Wyvern Tor! Those of a mind to face the orc menace should inquire within." The notice bears the town's seal and an indecipherable signature.

Phandalin has no functioning government, but the townsfolk elect someone to serve as townmaster each year. The townmaster serves as a judge in minor disputes and keeps any records that need to be kept. The current townmaster is a male human banker named Harbin Wester—a fat, pompous old fool. Completely intimidated by the Redbrands, he claims that they're "just a mercenary guild, and not all that much trouble, really."

The townmaster's hall has a small but serviceable jail in the cellar. The jail consists of two cells, and Harbin carries keys to the cell doors.

Quest: Orc Trouble. Harbin is looking for someone to head east on the Triboar Trail, where travelers have reported trouble with a band of orcs near Wyvern Tor. He offers 100 gp to any group that can take care of the problem. If the party pursues this quest, see "Wyvern Tor" (page 35).

Quest: Finding Cragmaw Castle. After resting at the Stonehill Inn, Sildar Hallwinter establishes himself at the townmaster's hall. As an agent of the Lords' Alliance, his goal is to bring law and order to Phandalin. As such, he wants to find the lost mine of Wave Echo Cave and help the Rockseeker brothers put it back into production, believing that bringing prosperity to the region will help civilize the town.

Sildar also encourages the characters to keep up the pressure on the Cragmaw goblins. He offers the party a 500 gp reward if they can locate Cragmaw Castle and

defeat or drive off the tribe's chieftain. Sildar suggests the party might find the castle by searching the lands around the Triboar Trail for more raiding parties (see "Wilderness Encounters" in the "Triboar Trail" section of part 3).

Quest: Finding Iarno. After questioning several locals, Sildar learns that Iarno Albrek, a fellow member of the Lords' Alliance, disappeared while exploring the area around Tresendar Manor about two months ago, shortly after arriving in Phandalin. Sildar asks the characters to investigate the manor and the surrounding area to find and bring back Iarno—or what's left of him, if something killed him. Sildar describes Iarno as "a short, dark-bearded human wizard in his thirties."

Unknown to Sildar, Iarno created the Redbrands, installed himself as their leader, and took the alias Glasstaff to conceal his identity. (The Redbrands call him that because he carries a glass staff.) Once he learns the truth about Iarno, Sildar expresses a desire to have the wizard captured and transported to Neverwinter to face the judgment of a higher authority. Regardless of Iarno's fate, Sildar rewards the party with 200 gp for eliminating the Redbrand threat.

Joining the Lords' Alliance

If the party eliminates the goblin threat from Cragmaw Castle or uncovers Iarno's treachery, Sildar Hallwinter privately approaches certain members of the group to urge them to join the Lords' Alliance. He speaks with those who exemplify a desire for the security of civilization through action. If a character agrees, Sildar Hallwinter awards the individual the title of Cloak.

Tresendar Manor

More a castle than a house, Tresendar Manor stands at the east edge of town on a low hillside amid woods and thickets. The ancient manor has long been abandoned, but its cellars have been converted into a Redbrand stronghold. If the characters investigate this place, they find the entrance to the Redbrand hideout.

Redbrand Ruffians

Within a day or so of the adventurers' arrival in Phandalin, a confrontation with the Redbrands becomes inevitable. This can happen in a number of different ways:

- After speaking with a number of NPCs in town, the characters decide to confront the Redbrands at the Sleeping Giant tap house.
- The characters decide to investigate Tresendar Manor. Skip the encounter and go straight to "Redbrand Hideout."
- If the characters show no interest in the Redbrands, a gang of the ruffians seeks them out and picks a fight in street. Run this encounter as the characters are leaving one of the locations in the town.

Confrontation

If the characters confront the Redbrands at the Sleeping Giant, read:

> The Sleeping Giant is a ramshackle taproom at the east end of town. Four human ruffians linger on the covered porch, perched on empty ale barrels or leaning against the wall. They all wear grimy scarlet cloaks, their sullen stares fixed on you as you approach.
>
> One of the thugs spits on the ground. "Well, well," he snarls. "Here's a whole pack of little puppies. What do you want, puppies? Come here to bark at us?"

If the Redbrands confront the characters in the street, read:

> As you head back into the street, you see four armed ruffians waiting for you. All of them are humans wearing grimy red cloaks, their hands on their weapons as they watch you.
>
> One of the ruffians spits on the ground. "Time for you to move on, strangers. Give us your stuff, and be on your way."

Continue the insults and baiting as long as you like. The Redbrands attack in a round or two if the characters don't. Neither side is surprised, because it's obvious that a fight is brewing.

The group consists of four **Redbrand ruffians**. If three of them are defeated, the last one flees toward Tresendar Manor.

Developments

Redbrands who are captured or charmed by the characters can impart useful information. (See the "What the Redbrands Know" sidebar on page 20.) Townmaster Harbin Wester won't want to keep Redbrand prisoners until he knows the whole gang has been defeated, but the characters can easily persuade or intimidate him into locking up any prisoners they capture for at least a few days.

If the characters kill the ruffians, most members of the town are grateful. One exception is the townmaster, who fears Redbrand retaliation. Harbin doesn't punish the characters but warns them not to cause trouble.

Awarding Experience Points

Divide 400 XP equally among the characters if the party defeats the ruffians.

Do the Players Need Direction?

After the "Redbrand Ruffians" encounter, the players should feel it's time to deal with the rest of the gang. If they aren't clear that investigating the Redbrand hideout should be their next move, have one of the NPCs they've already met in town make the suggestion directly and point them toward Tresendar Manor. If the players want to follow other leads in the area, it's okay to move on to part 3 of the adventure and let the ruffians wait. The next time the characters return to Phandalin, make it clear that the Redbrands are causing even more trouble, and that they need to be dealt with.

Redbrand Hideout

The Redbrands' base in Phandalin is a dungeon complex under Tresendar Manor. Before the manor was ruined, its cellars served as safe storage for food and water in the event that the estate was attacked, while an adjoining crypt provided a resting place for the deceased members of the Tresendar family. The Redbrands have since expanded the cellars to suit their own purposes, adding slave pens, workshops, and barracks.

If the characters begin their search at Tresendar Manor, they enter the dungeon in area 1. If they instead follow Carp Alderleaf to the secret tunnel the lad found, they enter the dungeon by way of area 8.

General Features

The hideout consists of well-built dungeon chambers with flagstone floors and walls of dressed stone blocks. The western end of the complex is lower than the eastern end, with stairs leading down as the characters explore.

Ceilings. Passages and chambers are 10 feet high unless otherwise indicated.

Doors. All doors are made of wood with iron handles, hinges, and built-in locks. They are unlocked unless the text states otherwise. Iarno Albrek (area 12) and a bugbear named Mosk (area 9) each carry an iron key that can lock or unlock every door in the complex.

A locked door can be picked with thieves' tools and a successful DC 10 Dexterity check. A door can also be broken down with a successful DC 20 Strength check.

Secret Doors. An "S" on the Redbrand Hideout map indicates the location of a secret door.

Secret doors are made of stone and blend in with the surrounding walls. Spotting a secret door from a distance of no more than 10 feet without actively searching for it requires a passive Wisdom (Perception) score of 15 or higher, whereas a character who takes the time to search the wall can find the secret door with a successful DC 10 Wisdom (Perception) check. Secret doors swing open on hidden iron hinges and are not locked.

Light. Most areas are brightly lit by oil lamps in wall sconces, refilled every few hours as needed.

What the Redbrands Know

If the characters charm or successfully question any of the Redbrands, they can learn the location of their hideout under Tresendar Manor as well as the following useful information:

- The leader of the Redbrands is a human wizard known as Glasstaff, so named because his magic staff is made of glass. (Only Iarno Albrek and the Black Spider know Glasstaff's real name.) Glasstaff's chambers are in the western end of the stronghold (see areas 11 and 12).
- A mysterious figure called the Black Spider has hired the Redbrands to frighten off adventurers and intimidate the locals, for reasons unknown. The Black Spider has sent bugbears to reinforce the Redbrands and provide extra muscle (see area 9).
- The lower part of the complex is guarded by a hideous "eye monster" (see area 8).
- The Redbrands have a handful of captives in a holding area "near the old crypts," which are guarded by skeletons (see areas 4 and 5).

1. Cellar

Any exploration of the manor grounds finds it deserted, but with plenty of tracks leading to a stone staircase just off the empty ruin of a large kitchen. At the bottom of the stairs stands an unlocked door with a cellar beyond.

When the characters open the door, read the following:

> The door opens onto a five-foot-wide landing fifteen feet above a large cellar, with stone steps descending to the floor in two short flights. Another door stands beneath the stairs to the north. A large stone cistern occupies the western part of the room, whose walls are lined with kegs and barrels.

This room appears to be a large storage cellar, exactly the sort of thing one might expect to find beneath an old manor. The Redbrands want to keep their base of operations hidden, so other than the barrels filled with fresh provisions, nothing in this room gives away their presence.

The barrels contain salted pork and beef, flour, sugar, apples, and ale. Moving barrels around to thoroughly search them is a noisy activity that attracts the attention of the Redbrands in area 2.

Cistern. This rectangular reservoir is clean and filled with cold, fresh water. It is 10 feet deep with a rim 2 feet higher than the surrounding floor (so that the bottom of the cistern is 8 feet below the floor). Drain pipes from the roof of the old manor above fill the cistern with water.

A waterproof satchel hangs from a submerged rope attached along the south wall of the cistern, about 2 feet below the surface of the water. It's not visible from above the water, but can be found with a successful DC 15 Wisdom (Perception) check or automatically by a character probing the cistern with a pole or jumping in. The satchel contains some valuable items (see the "Treasure" section).

Secret Door. A secret door is located in the southwest corner of the room. See the "General Features" section for more information on secret doors.

Developments

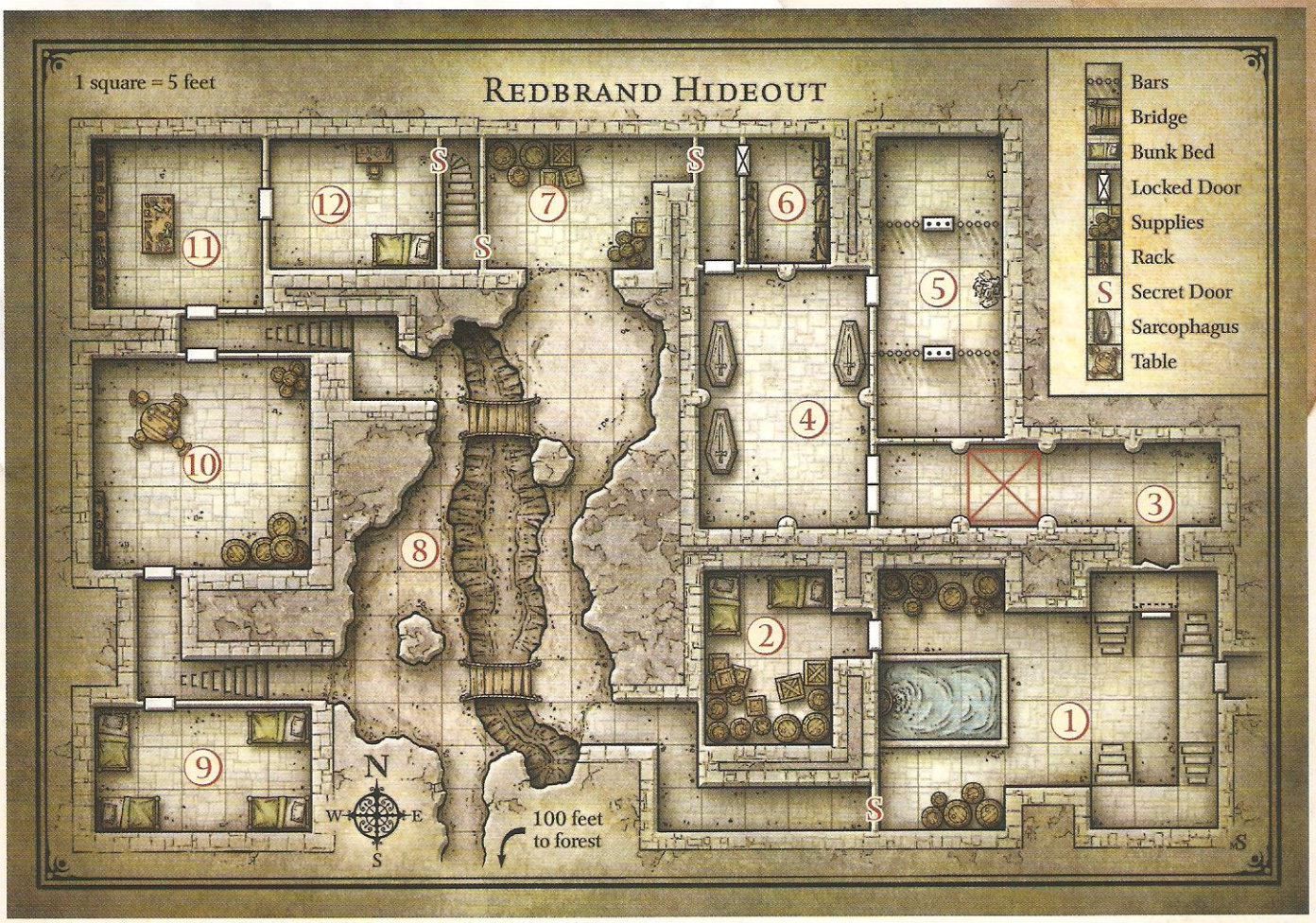
No monsters or villains are found in this area, but the ruffians in area 2 take notice if the characters make a lot of noise here. They creep into the room, gaining surprise if the characters don't hear them (see "Surprise" in the rulebook). If the ruffians fight in this area and two are defeated, the last ruffian might reveal the secret door by fleeing in that direction.

Treasure

The satchel hidden in the cistern is waterproof and contains a *potion of healing*, a *potion of invisibility*, 50 gp, and a clean set of ordinary travel clothing. This is a getaway kit that Iarno keeps here in case of an emergency.

2. Barracks

Most of the Redbrands' human members have lodgings in Phandalin. This barracks is a good place to lie low after shaking down local miners and fur traders.



This appears to be a storeroom pressed into service as living quarters. Two double bunks stand against the wall near the door, while barrels and crates fill the southern half of the chamber.

Three **Redbrand ruffians** are resting in this room. If they hear a good deal of noise in area 1 (including loud voices or barrels being rolled around), they prepare themselves for a fight and try to surprise intruders.

The barrels here contain similar provisions to those in area 1.

Treasure

All three Redbrands wear belt pouches holding treasure. The first holds 16 sp and 7 gp; the second, 12 sp and 5 gp; and the third, 15 ep and two garnets (10 gp each). Additionally, three dirty scarlet cloaks hang from the bunks.

Awarding Experience Points

Divide 300 XP equally among the characters if the party defeats the ruffians.

3. Trapped Hall

This area was part of Tresendar Manor's original cellars. The Redbrands dug out the dirt beneath the stone floor, creating a hidden pit trap.

Thick dust covers the flagstones of this somber hallway. The walls are decorated with faux columns every ten feet, and the double doors at the west end of the hall are sheathed in copper plate, now green with age. A relief carving of a mournful angel graces the doors.

The pit trap in the middle of the hallway is hidden under a false floor consisting of loose stone tiles laid atop breakaway timbers. The tiles and timbers collapse under 100 or more pounds of weight. A character searching the hall for traps can spot the covered pit with a successful DC 15 Wisdom (Perception) check. A successful check also reveals narrow ledges on the north and south sides of the pit. A creature attempting to skirt around the pit using one of these ledges must succeed on a DC 10 Dexterity (Acrobatics) check.

A creature that triggers the trap or fails the Dexterity check to skirt around the edge of the pit must attempt a DC 15 Dexterity saving throw to catch the edge. On a failed save, the creature falls 20 feet to the dirt floor of the pit, taking 2d6 bludgeoning damage and landing prone.

Awarding Experience Points

Divide 100 XP equally among the characters if the party avoids or survives the pit trap.

4. Tresendar Crypts

The elders of the long-gone Tresendar family were once laid to rest in this mausoleum.

> Three large stone sarcophagi stand within this dusty crypt, and propped up against each sarcophagus is a human skeleton clad in bits of rusty mail. False columns along the walls are carved in the image of spreading oak trees. The double doors in the southeast corner are sheathed in tarnished copper plate.

The three **skeletons** are animated and attack any creature that comes within 10 feet of the door leading to area 5 or the door leading to area 6, unless that creature is wearing the scarlet cloak of the Redbrands or speaks the password "Illefarn" (the name of an ancient elven nation, which once spread across much of the Sword Coast).

The stone lid of each sarcophagus is carved to depict the person entombed within—two human males and one human female, all of noble bearing. If opened, the tombs contain mostly moldering bones and scraps of clothing, but see the "Treasure" section.

Developments

Fighting in this room alerts the Redbrands in area 5 that trouble is on the way.

Treasure

Amid the bones in each sarcophagus is a platinum signet ring (50 gp).

Awarding Experience Points

Divide 150 XP equally among the characters if the party defeats the skeletons.

5. Slave Pens

For the past two months, the Redbrands have been capturing travelers in the area and holding them in these pens until they can be sold into slavery.

> This long room is partitioned into three areas, with iron bars walling off the north and south. Filthy straw lines the floors of those cells, the hinged doors of which are secured by chains and padlocks. A pair of disheveled human women are held in the cell to the south, while a human boy is confined to the north. All are dressed in plain gray tunics and have iron collars fitted around their necks.
>
> A heap of discarded clothing is piled carelessly against the far wall.

Two **Redbrand ruffians** in scarlet cloaks stand guard here, though they spend most of their time taunting the hapless prisoners (see the "Captives" section). If they hear fighting in area 5, they take up positions against the wall near the door, then try to surprise intruders. The captives are too intimidated to shout warnings or call for help.

The heap of clothing belongs to the various captives who have been housed here over the last two months—at least a dozen people to judge by the size of the pile.

Cell Doors. The cell doors feature simple locks requiring thieves' tools and a successful DC 10 Dexterity check to pick. The doors can also be wrenched open by brute force with a successful DC 22 Strength check.

Captives

The three human **commoners** imprisoned here are Mirna Dendrar and her two teenage children, thirteen-year-old Nars and eighteen-year-old Nilsa. A few days ago, the Redbrands murdered Mirna's husband, Thel, for defying them. (His corpse can be found in area 8.) That night, the gang returned and abducted the family from their home in Phandalin. The gang plans to sell the family into slavery.

The Dendrars are grateful to the characters for rescuing them, but they can't provide much information about the Redbrand hideout. All they know is that the boss is a wizard (though they haven't met him and don't know his name), and that he has "tall, furry monsters with big ears" (bugbears) working for him.

Side Quest: Mirna's Heirloom. Though her family has nothing to offer as a reward, Mirna tells the characters that she might know where a valuable heirloom is hidden. When she was a young girl, she and her family fled from the town of Thundertree after undead overran the place. Her family had an herb and alchemy shop, inside which a case containing an emerald necklace was hidden beneath a section of storage shelves. She never dared to return and retrieve it. The shop was in the southeast part of Thundertree. If the characters decide to explore the ruins of Thundertree, see part 3 of the adventure.

Awarding Experience Points

Divide 200 XP equally among the characters if the party defeats the ruffians. Divide 100 XP equally among the characters if the Dendrars make it back to town alive.

6. Armory

The door to this room is locked from the outside. Across from the locked door is a secret door that leads to area 7. For more information on locked doors and secret doors, see the "General Features" section (page 20).

> Racks of weapons line the walls of this chamber, including spears, swords, crossbows, and bolts. A dozen dirty red cloaks hang from hooks by the door.

The Redbrands have ambitious plans to expand their numbers in the near future, so they have been stockpiling arms and armor.

The weapon racks hold twelve spears, six shortswords, four longswords, six light crossbows, and eight quivers holding twenty crossbow bolts each.

7. Storeroom and Work Area

In this chamber, the Redbrands take stock of their stolen wares, either shipping them out through the cavern to the south or packaging them for storage in the stronghold.

This area is the north end of a large natural cavern, but it has been finished with dressed stone block walls and a flagstone floor. Several barrels are stored against the walls here, along with a number of empty crates, straw for packing, hammers, pry bars, and nails.

The cavern continues for some distance to the south. You can make out several passages that open up off the larger cavern, and what looks like a deep pit or crevasse in the floor.

This room contains two secret doors, one leading to area 6 and the other to area 12. See the "General Features" section (page 20) for more information on secret doors.

Treasure

Most of the provisions and goods here aren't valuable, but lying among them are thirty beaver pelts (2 gp each). They were looted from a caravan on the Triboar Trail a few days ago.

8. Crevasse

The characters arrive here by one of three routes: the tunnel from area 1, the storeroom at area 7, or the rough-hewn passage to the south, which continues off the map for about one hundred feet and emerges from a tunnel in the woods south of Tresendar Manor. The passage is an excellent way to smuggle people or goods in and out of Phandalin without being seen, and is thus perfect for a gang of slavers and thieves.

A cold breeze fills this large natural cavern, carrying with it the faint scent of decaying flesh. A crevasse divides the cavern and is flanked by two rough stone columns that support the twenty-foot-high ceiling. Two arched wooden bridges span the chasm.

The guardian of this cave is a **nothic**—an insane subterranean monster that hungers for flesh. The creature, lured by a faint magical effect emanating from the crevasse, was occupying the area when the Redbrands moved in. Iarno managed to strike a bargain with the monster, convincing it to help guard the stronghold in exchange for treasure and the occasional gift of fresh meat. Still, the nothic is untrustworthy.

The nothic lurks near the west ends of the two bridges. If it notices intruders entering the cave, it hides behind one of the large stone columns and watches them, attempting to use its Weird Insight (see the creature's stat block) to discern the characters' secrets.

The nothic communicates using telepathy. If detected, it prefers to negotiate and isn't above betraying the Redbrands for the right incentive, such as the promise of food. When roleplaying the nothic, consider speaking in whispers and throwing in some mad cackles and bits of gibberish. Also be sure to mention that the creature isn't actually talking but rather filling the characters' heads with its foul murmurings and demands for food. The nothic knows everything the Redbrands know; see the "What the Redbrands Know" sidebar on page 20.

Bridges. These bridges are made of wooden planks and have no rails. The south one is rigged to collapse when a creature weighing more than 50 pounds moves across it. A character next to the bridge can discern that the construction is faulty with a successful DC 15 Intelligence (Investigation) check. Any creature can use an action to dislodge one end of either bridge, dropping it into the crevasse.

Crevasse. This steep-sided fissure is 5 to 10 feet wide and 20 feet deep. Its rough walls are easily climbed without an ability check. A creature that falls into the crevasse takes 2d6 bludgeoning damage and lands prone in a jumble of rubble that is difficult terrain (see "Difficult Terrain" in the rulebook).

The bottom of the crevasse feels unnaturally cold. When viewed with a *detect magic* spell, the area emanates a faint necromantic aura. The magic causes all organic matter in the crevasse to age and decompose at half the normal rate.

Currently heaped at the bottom among broken and well-gnawed bones is the half-eaten body of Thel Dendrar, the woodcarver of Phandalin who was murdered by the Redbrands. The outlaws left his corpse here for the nothic to feed on.

Treasure

The nothic keeps its hoard in a battered wooden chest hidden in a cubbyhole at the bottom of the crevasse, under the north bridge. The chest can't be seen from the edge of the crevasse, but is obvious to any character who descends



Nothic

into the fissure. The chest contains 160 sp, 120 gp, five malachite gems (15 gp each), two *potions of healing*, and a *scroll of augury*.

The chest also holds a *+1 longsword* in a silver-chased scabbard. The sword is inscribed with the name "Talon," and its hilt is worked in the shape of a bird of prey with outspread wings. It once belonged to a great knight named Aldith Tresendar, known as the Black Hawk. A character who succeeds on a DC 15 Intelligence (History) check recognizes the sword and recalls this lore.

Sir Aldith died fighting off the orcs that attacked through the hidden caverns below his manor. Talon was lost here until the nothic found it.

Awarding Experience Points

Divide 450 XP equally among the characters if the party defeats the nothic or negotiates a truce with it.

9. Guard Barracks

A character who listens at this door with a successful DC 10 Wisdom (Perception) check hears several gruff voices issuing demeaning commands in the Goblin tongue. Examples include "Lick the floor!" and "Roll like a dog!" The bugbears here are bullying their goblin slave.

> This barracks contains four roughly built wooden bunks, with heaped-up blankets and dirty dishes scattered about. A strong smell of unwashed bodies and rotten meat fills the air. Three tall, furry humanoids are lounging among the mess, barking orders at a sad little goblin that demeans itself for their amusement. Your sudden appearance causes the goblin to faint.

Three **bugbears** and one **goblin** are present. The goblin, Droop, falls unconscious at the sight of the party, but another creature can use an action to wake him. Otherwise, Droop remains unconscious for 1d10 minutes.

The bugbears work for the Black Spider and were sent here to help Iarno keep the Redbrands and the citizens of Phandalin in line. The leader is named Mosk. He wears a jeweled eye patch even though he has both his eyes. Mosk wears the eye patch because he thinks it's fancy.

The bugbears avoid the human members of the Redbrands. If the characters are wearing scarlet cloaks taken from elsewhere, the bugbears assume that they serve Iarno. Clever characters might even persuade the bugbears to help deal with "traitors" or "impostors" elsewhere in the dungeon. If you don't think the players are doing a great job roleplaying the deception, you can have the character who is doing most of the talking make a DC 15 Charisma (Deception) check to convince the bugbears to do what the party wants.

Roleplaying Droop

The goblin, Droop, is not a threat to the party. He has been cowed by the bugbears and follows their orders until someone stronger comes along.

If he regains consciousness during combat, Droop hides and avoids the fight. He is such a coward that if he is ordered to fight, he does so with disadvantage (as explained in the rulebook).

Droop knows the general layout of the Redbrand hideout, as well as the location of its secret doors and traps. He doesn't think to offer up the information, but if prompted, he reveals as much as he can remember in an attempt to be useful to the party. Some of the details might be confusing or mixed up. He is a goblin, after all.

If the bugbears are dispatched, Droop tries to ingratiate himself with the party. He doesn't remember the route to Cragmaw Castle, but he knows it's up north, in the forest. He also knows that Cragmaw goblins patrol around Phandalin, and he suggests the characters might be able to capture a patrol to learn more about the castle.

Characters might be inclined to keep Droop around for a while. See the "NPC Party Members" sidebar (page 11) for advice on how to run Droop as a member of the party.

Developments

The bugbears are the only ones in the Redbrand hideout who know the location of Wave Echo Cave. They won't willingly divulge this information, since they fear the Black Spider more than they fear the characters.

The bugbears also know the location of Cragmaw Castle, but again, they don't share this information readily. A character who interrogates a captured bugbear can pry the information loose with a successful DC 15 Charisma (Intimidation) check.

Treasure

Mosk carries a belt pouch containing 33 sp and wears an eye patch made of black leather set with semiprecious stones (50 gp). He also has an iron key that locks and unlocks all the doors in the Redbrand hideout.

Awarding Experience Points

Divide 600 XP equally among the characters if the party defeats the bugbears.

10. Common Room

This area serves as the headquarters and meeting room for the Redbrands. When there is no official business to discuss, it doubles as a common room where the stronghold guards can relax while off duty.

A character who listens at the door with a successful DC 10 Wisdom (Perception) check hears the villains within engaged in a game of knucklebones. This makes for a mysterious rattling sound, followed by shouts and groans and a sudden gabble of voices as wagers are paid. If the characters burst into the room, they automatically surprise its occupants.

> Several worn tables and chairs are scattered around this large room. Wooden benches are drawn up against walls decorated with draperies of brown and red, and several ale kegs are propped up and tapped.
>
> Four tough-looking human warriors wearing scarlet cloaks are gathered around one of the tables. A stack of coins and trinkets is heaped upon the tabletop between them.

Four **Redbrand ruffians** are drinking and playing knucklebones when the characters enter. The game isn't far from turning acrimonious, as most of them do. The dice are loaded, and the ruffian to which they belong is naturally winning. All four have been drinking heavily, and they are poisoned (see the appendix in the rulebook for the effects of being poisoned).

The Redbrands immediately recognize characters wearing scarlet cloaks as impostors. However, fast-talking characters might still be able to pass themselves off as "new recruits," especially if they offer to join the game. If you don't think the players are doing a great job roleplaying the deception, you can have the character who is doing most of the talking make a DC 10 Charisma (Deception) check to fool the Redbrands.

Treasure

The wealth in the room is all on the table, having been bet in the game. (Knocking over the table or mixing up all the enemies' loot is a great way to distract them for a short time.) The total amounts to 75 cp, 55 sp, 22 ep, 15 gp, and a gold earring set with a tiny ruby (30 gp).

Awarding Experience Points

Divide 400 XP equally among the characters if the party defeats the Redbrands in this room.

11. Wizard's Workshop

Faint bubbling and dripping sounds can be heard through either door of this room with a successful DC 15 Wisdom (Perception) check.

> This room appears to be a wizard's workshop. A rat scurries across the floor and takes refuge under a large worktable set up with alembics, retorts, distillation coils, and other alchemical devices, all of it stewing and bubbling away. Bookshelves are crowded with sheaves of parchment and strange-looking tomes.

Iarno has left his rat familiar here to watch for intruders. The rat shares a telepathic bond with its master, and it sends a brief warning message to Iarno as soon as it detects intruders. The rat moves at a speed of 20 feet and has AC 10, 1 hit point, and no effective attacks. If the rat is killed, it disappears.

If the characters leave the rat unharmed, it follows them around as though curious or hungry. It might even feign affection for a character who feeds it, though it remains absolutely loyal to Iarno.

Books and Notes. Iarno is trying to master the art of brewing potions and concocting alchemical mixtures. The books and notes scattered around the room are basic texts on alchemy. Any character proficient in Arcana can see that Iarno's apparatus appears to be set up to brew *potions of invisibility*—not that he has succeeded so far.

Among the books is a tome written in Dwarvish. The journal of an adventurer named Urmon, it describes the history of the Lost Mine of Phandelver and the Forge of Spells. (Share the information in the first and second paragraph of the "Background" section if you have not already done so.) In addition, Urmon records that a magic mace named *Lightbringer* was commissioned by priests of Lathander, the god of dawn, from the mages working with the gnomes and dwarves of the Phandelver's Pact. The mace was lost when Wave Echo Cave and its mine vanished from history. (Characters might find the mace in part 4, "Wave Echo Cave.")

Developments

Because Iarno and his rat familiar share a telepathic bond, the mage (in area 12) knows the characters are coming and has time to prepare for them.

Treasure

Most of the materials in this room have no value, but three small bottles hold rare reagents: mercury, dragon bile, and powdered nightshade. These are worth 25 gp each to an apothecary or alchemist.

12. Glasstaff's Quarters

If the characters approach this room through the secret passage from area 7, they can surprise the leader of the Redbrands—Iarno "Glasstaff" Albrek. Otherwise, his rat familiar warns him of any who approach through area 11, and he flees before the characters arrive.

> The walls of this bedchamber are covered with drapes of scarlet cloth. The furnishings include a small writing desk with matching chair, a comfortable-looking bed, and a wooden chest at the foot of the bed.

If Iarno is surprised, add the following paragraph:

> Sitting at the desk is a short, dark-bearded human male in robes, studying a tome. He wears a princely mantle of ermine. A beautiful glass staff leans against his chair, within easy reach.

If the rat in area 11 warns him that trouble is approaching, Iarno the **evil mage** grabs his *staff of defense* (see appendix A) and the scrolls in his chest (see the "Treasure" section), and flees through the secret door in the northeast corner of the room. In his haste, Iarno leaves behind a letter from the Black Spider (see the "Developments" section) and neglects to make sure the secret door is closed all the way. Characters gain advantage on ability checks made to find the slightly ajar secret door (see "Advantage and Disadvantage" in the rulebook). For more information on secret doors, see the "General Features" section (page 20).

If he manages to escape, Iarno flees to area 1 (through areas 7 and 8) and grabs the satchel hidden in the cistern there. If the nothic is still alive in area 8, Iarno instructs it to waylay any pursuers. If the characters catch up to him, Iarno quaffs the *potion of invisibility* in the satchel and flees the hideout. At your discretion, he could reappear later in the adventure.

Roleplaying Iarno

A former member of the Lords' Alliance, Iarno seized an opportunity in Phandalin to line his own pockets. Originally tasked with setting up a constabulary, the mage

instead assembled a group of outlaws and local ruffians to secure his own position in town.

Iarno knew of the Black Spider through his contacts in the Lords' Alliance and brokered a meeting. The drow promised to share the secrets and wealth of the Forge of Spells with the wizard in exchange for his help and loyalty.

Iarno puts on airs of gentility and courteous manners, addressing his ruffians as "my good gentlemen," and referring to sordid acts such as kidnapping or arson as "that unpleasant little business" or "those unfortunate events." He refers to the characters as "guests" and expresses regret that he cannot provide suitable entertainment for their visit. Beneath his genteel demeanor, however, Iarno is just as thuggish and arrogant as any Redbrand outlaws.

If threatened, Iarno uses his *staff of defense* to cast *mage armor* on himself. He then casts offensive spells at enemies he can see. Iarno's stat block contains a list of the spells he has prepared. For descriptions of those spells and their effects, see the rulebook. Iarno uses the *shield* power of his staff for added protection.

If he is reduced to 8 or fewer hit points and has no avenues of escape, Iarno surrenders. He values his life more than anything, and he remains a model prisoner in the hopes that the Black Spider will somehow learn of his predicament and "arrange for his freedom."

If he is questioned while in captivity, Iarno relates the following information, all of which is true:

- The Black Spider is a drow (dark elf).
- The Black Spider sent three bugbears to help Iarno keep the population of Phandalin under control, but the Redbrands have managed without them. The bugbears know the way to Wave Echo Cave, but Iarno does not.
- The Black Spider is searching Wave Echo Cave for the Forge of Spells. Dwarves and gnomes of the Phandelver's Pact used the magical forge to fashion powerful magic items.
- No other members of the Lords' Alliance know of Iarno's betrayal.

Developments

Various papers and notes are stacked neatly on the desk, mostly consisting of Iarno's written orders to apothecaries and alchemists in nearby settlements for more materials for his workshop. The characters also find a letter signed with the Black Spider's symbol.

> Lord Albrek,
>
> My spies in Neverwinter tell me that strangers are due to arrive in Phandalin. They could be working for the dwarves. Capture them if you can, kill them if you must, but don't allow them to upset our plans. See that any dwarven maps in their possession are delivered to me with haste.
>
> I'm counting on you, Iarno. Don't disappoint me.

If Iarno is taken into custody, Sildar Hallwinter arranges to have the wizard incarcerated in the townmaster's hall until he can be safely transported back to Neverwinter. Whether Iarno stands trial for his crimes is beyond the scope of this adventure. The Black Spider is too preoccupied to meddle in the wizard's fate.

Treasure

At the foot of Iarno's bed is a sturdy, unlocked wooden chest holding the best pickings of the Redbrands' loot over the last two months. It contains 180 sp, 130 gp, and a silk pouch containing five carnelians (10 gp each), two peridots (15 gp each), and one pearl (100 gp). It also contains two magic items that Iarno brought with him from Neverwinter: a *scroll of charm person* and a *scroll of fireball*.

Iarno also wields a *staff of defense* (see appendix A).

Awarding Experience Points

Divide 200 XP equally among the characters if the party slays Iarno Albrek. Double the XP award if they capture Iarno and deliver him to Sildar Hallwinter in Phandalin.

What's Next?

The next stage of the adventure continues with part 3, "The Spider's Web," in which the characters undertake a number of short adventures that advance the story. At some point during part 2, the characters are likely to advance to 3rd level, so make sure the players are keeping track of their XP.



Part 3: The Spider's Web

In this part of the adventure, the characters follow up on existing leads and lines of inquiry. They can't learn much more in Phandalin, so they need to set out into the forests and hills surrounding the town to uncover the larger plots they are caught up in. The characters are not required to visit all the locations in this section.

Depending on which NPCs the characters met and which quests or clues they picked up, some or all the following information might be known to them:

- Sister Garaele wants the characters to seek out the banshee Agatha in the ruined town of Conybery and ask her about Bowgentle's spellbook.
- Daran Edermath wants the characters to find out who is lurking near the ruins at Old Owl Well.
- Qelline Alderleaf has suggested that the characters go to the ruined town of Thundertree and consult with the druid Reidoth, who might know the whereabouts of Cragmaw Castle, Wave Echo Cave, or both.
- Townmaster Harbin Wester wants the characters to seek out an orc encampment near Wyvern Tor and chase the orcs away from the area.
- Sildar Hallwinter wants the characters to find Cragmaw Castle, search for Gundren Rockseeker, rescue the dwarf, and retrieve his map.

Each of these possible quests has its own section in this part of the adventure. The characters can remain in Phandalin long enough to rest up and purchase supplies. When they're done, have them pick a storyline to investigate, then set out for the appropriate destination.

Triboar Trail

Phandalin lies in a part of the North known as "the Triboar Trail," "the Triboar Cutoff," or "the Cony Gap." This stretch of foothills and rolling, sparsely wooded plains extends between the Sword Mountains to the south and Neverwinter Wood to the north. The area gains its name from an old trail that runs from the distant town of Triboar to the east, winding westward about one hundred miles through the abandoned village of Conyberry, then running north of Phandalin on its way to the High Road along the coast.

Describe the party's overland travels as vividly as you like, but keep the story moving. "You walk for several miles and encounter nothing of interest" is far less evocative and memorable than, "A light rain dampens the rolling plains as you travel north. Around midday, you break for lunch under a lonely tree. There, the rogue finds a small rock that looks like a grinning face, but otherwise you see nothing out of the ordinary."

Using the Overland Map

During this part of the adventure, the characters will frequently be marching overland from one point of interest to another. As can be seen on the regional map on page 5, some of these areas are a good forty to fifty miles apart, requiring several days of marching overland to travel to the next adventure site.

Travel Time. Assume that the party travels twenty-four miles per day over a period of ten hours. The characters must rest for eight hours per day, with the remaining six hours consisting of making and breaking camp, preparing meals, and a little bit of foraging or hunting as the opportunity permits.

Wilderness Encounters

Ask the players to tell you the party's marching order, so that you know which characters are in the lead and who's bringing up the rear. When the party camps, ask which characters are on watch. This information is important if the party encounters something dangerous.

The Triboar Trail is not safe. As the adventurers travel throughout this area, they might stumble across hungry beasts, greedy bandits, or vicious monsters. Check for encounters once during the day and once at night by rolling a d20. On a roll of 17–20, an encounter takes place. Roll a d12 and consult the Wilderness Encounters table to determine what the party meets.

When an encounter occurs, and the adventurers gain XP if they defeat the monsters. Each creature's stat block has the XP value for one monster of that sort. Multiply that value by the number of creatures encountered, then divide the total equally among the characters.

Wilderness Encounters

Day Roll	Night Roll	Result
1–2	1–3	Stirges (1d8 + 2)
—	4	Ghouls (1d4 + 1)
3–4	—	Ogre (1)
5–6	5	Goblins (1d6 + 3)
7–8	6	Hobgoblins (1d4 + 2)
9–10	7–8	Orcs (1d4 + 2)
11	9–10	Wolves (1d4 + 2)
12	11–12	Owlbear (1)

Stirges. These flying predators drain the blood of their victims and are drawn to the light of campfires at night.

Ghouls. These undead humans hunger for living flesh.

Ogre. The ogre is looking for an easy kill. It is too stupid to flee once combat is joined.



Goblins. The goblins know the location of Cragmaw Castle and can provide directions if they are captured and threatened. Each one carries a pouch containing 1d10 cp.

Hobgoblins. This squad of hobgoblins is actively seeking the adventurers, hoping to collect on a bounty. They know the location of Cragmaw Castle but won't provide directions unless they are charmed. One hobgoblin carries a crudely drawn sketch of one party member, with "25 gold pieces for this one" and a symbol of a black spider drawn beneath it.

Orcs. These scouts are part of the band currently based at Wyvern Tor. As they roam, they look for travelers to ambush or homesteads to burn.

Owlbear. This hungry predator picks up the characters' scent and pursues them relentlessly.

Conyberry and Agatha's Lair

The town of Conyberry was sacked by barbarians years ago and now lies in ruins. The Triboar Trail runs right through the abandoned town, providing an easy landmark for locating the lair of the banshee Agatha. From the ruins of Conyberry, an old trail leads northwest into Neverwinter Wood. Agatha's lair is a few miles outside town.

> The forest grows dark and still as the trail winds deeper into the trees. Heavy vines and thick layers of moss drape the branches, and the air is noticeably colder than it was in the ruined village. Rounding a bend in the trail, you see a screen made from the warped branches of trees standing close together, woven into a domelike shelter in the shadows. A low doorway leads inside.

If the characters exercise caution and remember what they've come for, they will be able to speak with the banshee. When the characters enter the shelter, read the following:

> A home of sorts is sheltered within the dome of woven branches. It is sparsely furnished with chests, shelves, a table, and a reclined couch, all of it old and of elven craft.

Agatha senses the characters' intrusion and manifests shortly after they enter her home.

> The air grows cold, and a powerful feeling of dread grips you. A cold, pale light flickers in the air, rapidly taking on the form of a female elf, her hair and robes waving in a spectral wind. She might have been beautiful once, but a hateful expression twists her features now. "Foolish mortals," she snarls. "What do you want here? Do you not know it is death to seek me out?"

If the characters are rude, disrespectful, or threatening, Agatha scowls and disappears. She does not attack them, nor does she return if the characters call out to her.

Dealing with Agatha

If the characters are respectful and polite, Agatha can be persuaded to help them with a successful DC 15 Charisma (Persuasion) check. The player whose character takes the lead in speaking with the banshee makes the check. If that player roleplays the encounter well, allow him or her to make the check with advantage. If any character has Sister Garaele's silver comb and presents it to Agatha as a gift, the check is automatically successful.

> The ghostly figure smiles with cold amusement. "Very well," she says. "I know that you seek many things. Ask me one question, and I will give you an answer."

If the characters ask about Bowgentle's spellbook, Agatha tells them that she traded the book to a necromancer named Tsernoth from the city of Iriaebor more than a hundred years ago. She does not know what became of the book afterward. Her answer is truthful, and it is all the information Sister Garaele needs for the Harpers to resume their search.

The characters might instead choose to ask Agatha about something else—for example, the location of Cragmaw Castle, the location of Wave Echo Cave, the identity of the Black Spider, or Hamun Kost's question about Old Owl Well (see that section). Agatha is well informed and a capable diviner, so she can answer almost any single question pertaining to the adventure that the characters think to ask. However, the banshee answers only one question, so the characters should choose it carefully.

Awarding Experience Points

The characters gain experience for successfully persuading Agatha to answer a question. If they do, divide 200 XP equally among the characters.

Where's the Map?

No maps are provided for Agatha's lair, Old Owl Well, or Wyvern Tor. These adventure locations contain only one or two points of interest, and you don't need maps to run the encounters effectively. If you feel the need for a map, create your own using the adventure text as a guide.

Old Owl Well

Built thousands of years ago by a long-vanished empire, Old Owl Well is a ruined watchtower that now consists of little more than a few crumbling walls and the broken stump of a tower. In the tower's courtyard stands an old well that still delivers clean, fresh water. Old Owl Well lies in the wild and rugged hills south of the Triboar Trail. The site is relatively easy to find, and any NPC in Phandalin can provide directions to the ruins.

Recently, prospectors in the area have noted that someone has set up a campsite at Old Owl Well, and that undead guardians have been posted to keep intruders out.

> As you crest a low ridge, you spy the crumbling ruins of an old watchtower standing amid the rugged hills. The place is so old that the walls are only mounds of rubble enclosing a courtyard of sorts, adjacent to the broken stump of an old tower. A colorful tent has been set up in the middle of the courtyard, but no one is in sight.

The ruins are currently occupied by a mage who is busy exploring the site in the hope of gleaning arcane lore left behind by its builders. The characters can enter the site from any direction, either following old footpaths or scrambling up the slope and finding a gap in the surrounding walls of rubble.

Twelve **zombies** lurk inside the crumbled shell of the old watchtower and can't be seen from outside. However, any character with a passive Wisdom (Perception) score of 10 or higher smells a deathly odor wafting from the tower's direction. When characters approach the tower or the tent, the zombies shamble out of the tower.

If a battle erupts, Hamun Kost, the **evil mage**, emerges from his tent and asks, "What is the meaning of this?"

Kost is a stout, red-robed figure with sallow skin, a shaved scalp, and a black tattoo on his forehead. A character who succeeds on a DC 10 Intelligence (Arcana) check recognizes Kost's tattoo as a necromantic symbol. A successful DC 10 Intelligence (History) check verifies the garb as that usual for Thay, a land far to the east where wizards pattern their flesh with tattoos. The tattoo on the head represents a wizard's school of magic. Kost's school is necromancy.

If any character attempts to talk to Kost, even by calling out a greeting or answering his questions during combat, he temporarily calls off his zombies. The Red Wizard is not particularly aggressive, and he is willing to strike a deal that advances his interests at the same time it helps the characters.

Kost stays tight-lipped about the reason for his presence in the region. He is, however, willing to provide information the party needs if it does a favor for him. If the characters give Kost some indication of what they want, he shares one or both of these requests:

- He wants the orcs at Wyvern Tor removed, since they have scouted out his camp and seem inclined to cause trouble.
- He wants to ask a question of Agatha the banshee: "What is the name of the wizard who built the tower at Old Owl Well?" Kost won't risk the banshee's anger, but the characters could ask the question for him. (Agatha knows the name: Arthindol.)

Treasure

Hamun Kost's tent contains a comfortable traveling suite, including a cot, a chair, a writing desk, supplies, and a chest of clothes. In the chest is a leather bag containing 35 sp, 20 ep, 20 gp, 5 pp, one pearl (100 gp), a *potion of healing*, a *scroll of darkness* in a bone tube, and a tiny jeweled box (25 gp) containing a *ring of protection* from ancient Netheril, the Red Wizard's most interesting discovery so far.

Awarding Experience Points

Learning about the Red Wizard's presence at Old Owl Well completes a quest given to the party by Daran Edermath in Phandalin. Divide 200 XP equally among the characters if the party parleys with Hamun Kost and reports back to Daran.

Divide 800 XP equally among the characters if the party defeats Hamun Kost and his zombies.

Ruins of Thundertree

Near the place where the Neverwinter River emerges from Neverwinter Wood stands the abandoned village of Thundertree. Once, this was a prosperous community on the outskirts of the forest, wealthy from the work of its woodcutters and trappers. Then thirty years ago, the eruption of Mount Hotenow to the north devastated Thundertree. In the wake of the natural disaster, a plague of strange zombies swept over the area, killing or driving off those who survived the eruption.

Though most of the zombies have long since crumbled to dust, strange magic permeating the area has mutated the local vegetation into new and dangerous forms. Few people dare to venture into the ruined village now, and those who do so seldom stay long—with two notable exceptions. The druid Reidoth (see area 4) visits Thundertree from time to time, keeping a wary eye on its dangers. Cultists have also arrived recently (see area 13) to treat with a dragon that claims Thundertree as its domain (see area 7).

As the party approaches the ruins, read the following:

> Gradually, the trail becomes an old, overgrown lane winding between dilapidated buildings choked in vines and brush. Ahead of you, in the middle of the settlement, rises a steep hill, upon which stands a stone tower with a partially collapsed roof and an adjoining cottage. A dirt road hugs the base of the hill and wends its way between old stone houses, many of which are roofless ruins with interiors open to the weather. Other buildings appear more or less intact. The whole place is eerily silent.
>
> A wooden sign is nailed to a post nearby. It reads: "DANGER! Plant monsters AND zombies! Turn back now!"

Reidoth placed the sign to discourage bands of treasure seekers from stirring up the monsters in the area.

General Features

Many of Thundertree's buildings have crumbled in the years since the town was abandoned, even as nature threatens to swallow what remains.

Buildings. A building in Thundertree is either ruined or intact, as shown on the map.

Ruined buildings are empty shells with stone walls 5 to 8 feet high. Their roofs are gone, leaving piles of debris inside the walls. The debris is difficult terrain (see "Difficult Terrain" in the rulebook).

Intact buildings are rundown, ramshackle stone cottages that are otherwise still standing. Their wooden doors are swollen and require a successful DC 10 Strength check to force open. The windows of any intact building are 2 feet wide and covered by wooden shutters containing 6-inch wide arrow slits. Creatures on one side of an arrow slit gain three-quarters cover against attacks from the other side (see "Cover" in the rulebook). Dusty old furnishings such as simple wooden chairs and tables remain in most intact buildings.

Trees and Brush. Trees average 30 to 40 feet tall and provide cover. Brush consists of large bushes that count as difficult terrain.

1. Westernmost Cottage

This cottage has seen better days.

> Cowering in the shadow of an old tree is a crumbled stone cottage with no roof. Weeds are rampant here.

Two **twig blights** hide among the weeds that flank the cottage's open doorway. Make a Dexterity (Stealth) check for the blights, and compare the result to the passive Wisdom (Perception) scores of the characters to determine if the blights are spotted.

The blights do not attack on their own (except in self-defense) but quickly come to the aid of the twig blights in area 2 if combat erupts there.

Awarding Experience Points

Divide 50 XP equally among the characters if the party destroys the twig blights.

2. Blighted Cottages

Wind and weather have done their work here, and little remains of these houses or their former contents.

> These ruined, side-by-side cottages look as though they might have been the homes of prosperous shopkeepers or well-off farmers in their time. All that remains are collapsed walls and piles of debris. Several young trees have grown up in the midst of the ruins.

The overgrowth conceals a deadly threat—six **twig blights** lurking among the ordinary foliage. Spotting them requires a successful Wisdom (Perception) check challenged by the blights' Dexterity (Stealth) check.

These plant monsters are hungry and fight until destroyed. One round after they attack, the twig blights in area 1 join the fray.

Treasure

A merchant who once lived here had a chest full of coins hidden under the flagstone floor of his home. A thorough search of the interior of the eastern cottage and a successful DC 10 Wisdom (Perception) check reveals the old chest among the roots of the tree growing up through the house. The chest contains 700 cp, 160 sp, and 90 gp.

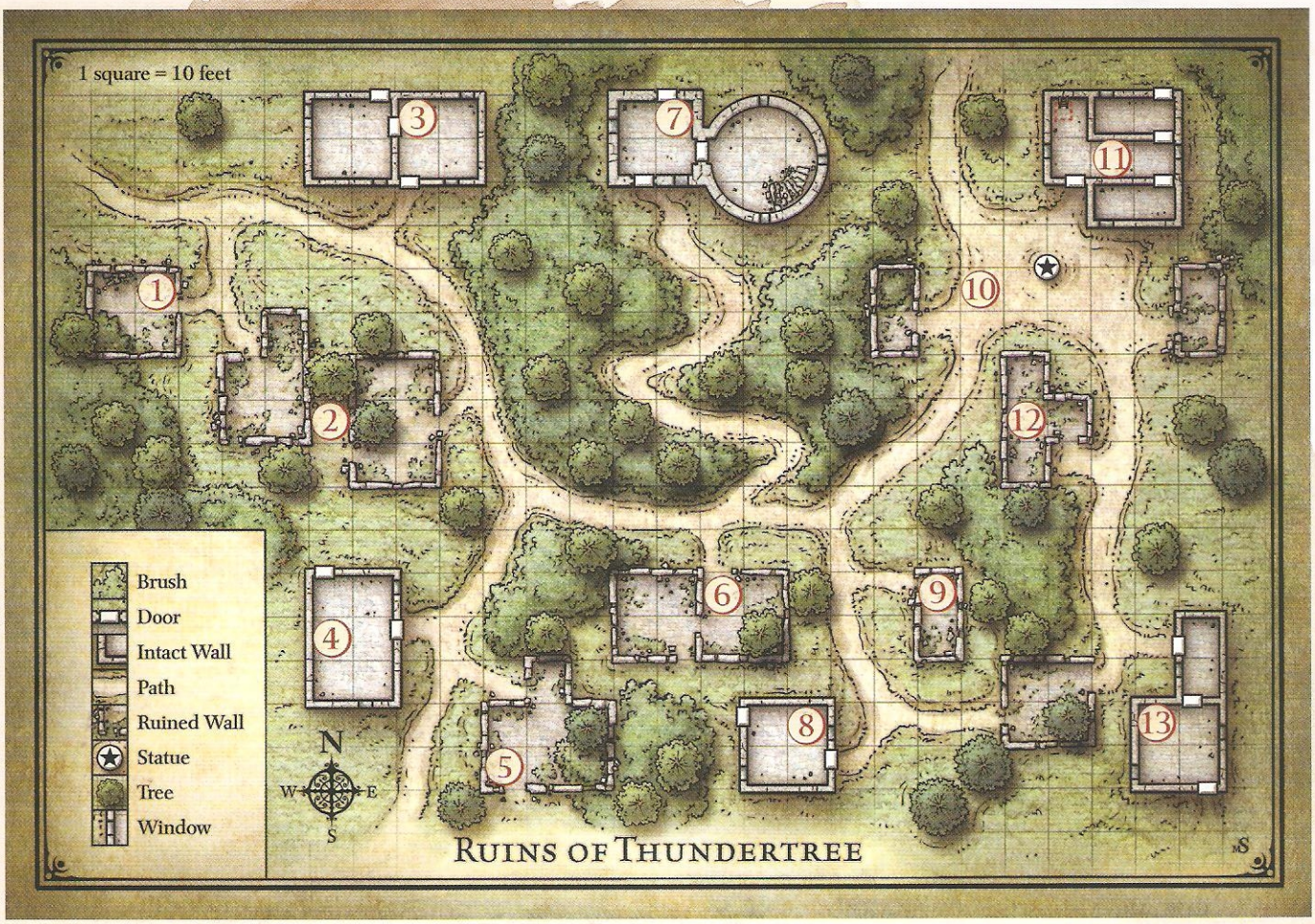
Awarding Experience Points

Divide 50 XP equally among the characters if the party destroys these twig blights.

3. The Brown Horse

This was formerly the Brown Horse, a tavern renowned for its excellent ale.

> A weathered signboard by the door of this large building shows the faded image of a workhorse holding a flagon of ale. The building is sagging and dilapidated, but it is more intact than the ruins across the road.



Four **ash zombies** (see the "Ash Zombies" sidebar) lurk in the shadows in this building, slumped against the walls or under the bar. When living creatures enter, the zombies groan and stir, slowly climbing to their feet (spending half their speed to do so—see the "Being Prone" section in the rulebook). They pursue any characters they see, attacking until destroyed.

The eastern half of the building is the old common room, while the western portion held the kitchens and the brewer's vats. Huge wooden tuns stand to the west, and a faint smell of yeast still permeates the air. The ale is long gone.

Awarding Experience Points

Divide 200 XP equally among the characters if the party destroys the ash zombies.

Ash Zombies

These zombies were created by the magical devastation when Mount Hotenow erupted thirty years ago. They use the **zombie** stat block, with the following additional trait.

Ash Puff. The first time the zombie takes damage, any living creature within 5 feet of the zombie must succeed on a DC 10 Constitution saving throw or gain disadvantage on attack rolls, saving throws, and ability checks for 1 minute. A creature can repeat the saving throw at the end of each of its turns, ending the effect on it early with a successful save.

4. Druid's Watch

When Reidoth visits Thundertree, this is where he makes camp.

> This small house appears to be in better condition than the ruined and dilapidated structures nearby. The doors are reinforced with heavy iron bands, and thick shutters protect the windows.

Reidoth is a gaunt, white-bearded human who doesn't use two words when one word will do. Though he receives very few visitors, he is reasonably hospitable.

Reidoth is adept at staying away from the ash zombies that overrun the village, as well as avoiding the area's mutated plants. He knows that dangerous spiders lurk in the ruins at the base of the hill, and he suspects that someone is hiding out on the eastern side of town—he's seen "folk in black masks and cloaks" (the cultists) skulking around. However, he is currently most concerned by the fact that a green dragon has moved into the tower (area 7) since the last time he was here. He warns the characters of all these threats, and suggests that they leave Thundertree before they get themselves killed.

Developments

If the characters ask about Cragmaw Castle, Reidoth gladly provides directions. He is a member of the Emerald Enclave, a widespread group of wilderness survivalists who preserve the natural order while rooting out troublesome threats. The enclave works to restore and preserve the natural order by keeping the elemental forces of the world in check, preventing civilization and the wilderness from destroying one another, and helping others survive the perils of the wilds. The goblins are a threat to the delicate balance.

If the characters ask Reidoth about Wave Echo Cave, he will not divulge its location but will offer to guide the party there in exchange for a favor: he wants them to chase off the dragon in area 7. If they succeed, Reidoth will honor his part of the agreement but will not accompany the party inside the mine.

If the characters attack him for any reason, Reidoth transforms into a gray squirrel and scurries out of the cottage through a crack in the wall. He vanishes into the woods, then waits for the hostile characters to leave. His watch post contains nothing of value.

Joining the Emerald Enclave

If the party helps Reidoth by chasing off Venomfang, the druid privately approaches certain members of the group and urges them to join the Emerald Enclave. He speaks with those who exemplify the ideal of protecting the natural order. If a character agrees, Reidoth gives the individual the title of Springwarden.

5. Blighted Farmhouse

To its south, this farm abuts a field with thick patches of gorse and briars.

> This ruin looks as if it might once have been a farmhouse. It is now half swallowed by a dense thicket, with trees growing up through its ruined foundations. The lane continues south a short distance past the ruin before ending in an overgrown field.

The thicket east of this ruin is crawling with eight **twig blights**. Any disturbance in the ruined farmhouse (for example, characters rooting around in the rubble) draws the blights' ire.

Each round for 3 rounds, two twig blights head for the south doorway leading into the farmhouse while two more head for the north doorway. The blights attack until destroyed.

Awarding Experience Points

Divide 200 XP equally among the characters if the party destroys the twig blights.

6. Ruined Store

This former general store is not a complete ruin yet, with portions of its tile roof still intact.

> At an intersection near the middle of the village, a narrow lane winds up the steep hillside to the north. Directly to the south is a ruined building that might have been a store or workshop. Webs stretch across the lane, from the building to the trees on the north side of the road.

Two **giant spiders** hide on the inner walls in this ruined building, so they are not visible from outside. Trailing lines from the webs in the lane allow the spiders to sense when prey is moving through the webs, at which point they nimbly scuttle over the wall and attack. The alert spiders surprise any character whose passive Wisdom (Perception) score is less than 17.

Webs. The webs fill two squares north of the doorway (and the square marked "6"). They are difficult terrain, and a creature trying to move through them must succeed on a DC 10 Strength (Athletics) check. On a failure, the creature is restrained in the webs (see the rulebook for the effects of being restrained). A snared creature can take an action each round to attempt to break free with a DC 12 Strength check, or it can try to cut its way free by using a light weapon that deals slashing damage. The webs have AC 10, 5 hit points, vulnerability to fire damage, and immunity to bludgeoning, poison, and psychic damage (see "Damage Resistance and Vulnerability" in the rulebook for how vulnerability works).

Going around the webs is difficult because of the thickets on the north side of the road. Going around the ruined building to the south leads to the twig blights in area 5.

Treasure

The corpse of an unfortunate adventurer is cocooned in spider silk in the western half of the building. The body is shriveled up and sucked dry, but appears to have been a male elf. The body wears studded leather armor and a shortsword in the scabbard at its hip. A careful search also yields a *potion of healing* in a belt pouch, along with 23 gp and 35 sp.

Awarding Experience Points

Divide 400 XP equally among the characters if the party defeats the giant spiders.

7. Dragon's Tower

This tower was formerly the home of a human wizard, who was killed fighting the ash zombies that overran Thundertree thirty years ago.

> At the top of the hill stands a round tower with a cottage attached. Both are in good condition, although half of the tower's roof is gone. A door leads into the cottage, and several arrow-slit windows are visible in the tower. You can't help but notice an eerie quiet in the area and a strange, acrid smell in the air.
>
> The corpses of two hideous giant spiders are sprawled near the edge of the pathway, apparently dragged there. Their bloated bodies are puckered and blistered, and appear to have been mauled by a large animal.

A **young green dragon** named Venomfang has recently claimed the tower, having passed over Thundertree while searching Neverwinter Wood for a suitable lair. The giant spider corpses are the former residents of the tower, killed by the dragon after it tore its way through the roof. Since then, Venomfang has been laying low.

Tower. The dragon lives in the tower—a single room with a 40-foot-high ceiling. A 5-foot-wide staircase circles the interior, rising to the now-opened rooftop that allows the dragon easy access to its new home. Heavy wooden beams and stair supports crisscross the tower interior.

Venomfang does not want to give up such a promising lair, but if the characters reduce the dragon to half its hit points, it climbs to the top of the tower and flies off to fight another day.

Cottage. The cottage contains dusty furniture draped in webbing, but nothing of value. If the characters make a lot of noise in the cottage, the dragon hears them and steels itself for a fight.



VENOMFANG

Treasure

An old wooden chest broken open on the tower floor holds the last of the dead wizard's treasure: 800 sp, 150 gp, four silver goblets set with moonstones (60 gp each), a *scroll of misty step*, and a *scroll of lightning bolt*. Venomfang spends much of his time greedily admiring the loot.

The dragon has barely noticed the most interesting item in its hoard. Beneath the coins is a rusty old battleaxe of dwarven manufacture. Runes in Dwarvish on the axe head read, "Hew," and the rust is misleading. *Hew* is a *+1 battleaxe* that deals maximum damage when the wielder hits a plant creature or an object made of wood. The axe's creator was a dwarf smith who feuded with the dryads of a forest where he cut firewood. Whoever carries the axe feels uneasy whenever he or she travels through a forest.

Awarding Experience Points

Divide 2,000 XP equally among the characters if the party drives away Venomfang. Given their level, the characters aren't likely to slay the dragon, but it is worth 3,900 XP.

8. Old Smithy

This smithy was abandoned long ago.

> A wide chimney and rotted piles of firewood jumbled outside the walls of this sagging building suggest that it was a smithy in its day.

Two **ash zombies** (see the "Ash Zombies" sidebar) are slumped on the floor. When the characters enter, the monsters climb to their feet (spending half their speed to do so—see the "Being Prone" section in chapter 2 of the rulebook). Then they attack. When the zombies have caught sight of the characters, they pursue them no matter where they go.

A variety of old tools—tongs, bellows, hammers, and a pair of iron anvils—are scattered around the interior of this building.

Awarding Experience Points

Divide 100 XP equally among the characters if the party destroys the ash zombies.

9. Herbalist's Shop

This was an herb and alchemy shop belonging to the family of Mirna Dendrar, now a resident in Phandalin (see encounter 5 in the "Redbrand Hideout" section).

> This ruined shop is cluttered with sagging storage shelves and broken furniture. Shards of glass and pieces of pottery glint in the weeds and rubble next to rotted books and casks.

All the reagents and concoctions here have long since been ruined, and the books are unreadable masses of rot. However, a small wooden case is hidden in a compartment beneath the storage shelves. A character searching through the wreckage can find the case with a successful DC 15 Wisdom (Perception) check. The check succeeds automatically if Mirna sent the party to find the heirloom.

Treasure

The case is worthless but contains a gold necklace with a fine emerald pendant (200 gp).

Awarding Experience Points

Divide 200 XP equally among the characters if the party returns the necklace to Mirna instead of keeping it.

10. Town Square

Encroaching underbrush has yet to engulf the square.

> On the east side of town, the lane opens up to form a small square. Several ruined buildings surround the south side of the square, but a larger, intact structure to the north looks like a barracks. One lane leads southeast, another heads southwest around the hill in the middle of the town, and a third way meanders north. In the middle of the square, leaning to one side ever so slightly, is a weathered wooden statue of a warrior clutching a spear and shield.

The leaning statue is ten feet tall, including the base. It depicts an old hero of Neverwinter named Palien, who supposedly defeated several monsters in Neverwinter Wood when Thundertree was first founded. A character who studies the statue recognizes the depiction with a successful DC 15 Intelligence (History) check. The statue can be knocked over with a successful DC 20 Strength check.

11. Old Garrison

For the residents of Thundertree, living so close to Neverwinter Wood demanded constant vigilance.



Cultist

> The barracks appears to have weathered the years better than most buildings in town. Its rooftop features a simple battlement, and arrow-slit windows confirm that it was built to serve as a small keep in times of emergency.

Five **ash zombies** (see the "Ash Zombies" sidebar) lurk within this building. Former members of the garrison, they still wear the remnants of rusted mail and soldiers' surcoats. These scraps of armor do not improve their Armor Class, however. The zombies animate and attack if any living creature disturbs their rest.

The interior of the building still contains furnishings, and the main room has a ladder leading through a trapdoor to the roof. The chamber to the north contains two double bunks, while the chamber to the south has three double bunks, providing quarters for ten soldiers altogether. To the northwest of the main area of the barracks was a kitchen and pantry, now containing piles of well-rotted sacks and barrels that once held salted meat. All the foodstuffs have long since been devoured by vermin.

Awarding Experience Points

Divide 250 XP equally among the characters if the party destroys the ash zombies.

12. Weaver's Cottage

This fallen cottage is a lure for the creatures that lair nearby.

> Heaps of wreckage litter the interior of this ruin. In one corner stands a broken loom.

Six **twig blights** lurk in the thicket south of this ruin. Allow each character to attempt a Wisdom (Perception) check contested by the blights' Dexterity (Stealth) check to avoid being surprised by them.

Developments

Any loud noises here alert the cultists in area 13, who quietly and cautiously investigate.

Awarding Experience Points

Divide 150 XP equally among the characters if the party destroys the twig blights.

13. Dragon Cultists

A group calling itself the Cult of the Dragon seeks to forge alliances with powerful dragons of the Sword Coast. Toward that end, four cultists recently tracked a green dragon to Thundertree (see area 7) and are waiting for the right moment to approach the dragon and broker an alliance. They have been spying on the dragon from afar, trying to gauge its demeanor and its needs.

> This small farmhouse appears to be just another empty home at first glance. However, all the doors are shut and windows shuttered.

The doors to this cottage are barred from the inside, requiring a successful DC 20 Strength check to force open. The shutters are also barred from inside and can be forced with a successful DC 15 Strength check.

Six human **cultists** are hiding in the house. Four stand guard (two in each room) while the others rest in the larger chamber. The cultists wear black cloaks cut to resemble dragon wings, and black leather masks with stylized dragon horns. In addition to the Common tongue, these cultists speak Draconic.

The interior of the house is dusty and strung with cobwebs. The only furnishings are a small stove, a table, two chairs, and a bunk (which the cultists share).

Roleplaying the Cultists

The cultists are not interested in fighting anyone and prefer to be left alone. The leader of the group is an evil and ambitious young man named Favric, who hopes to rise through the ranks quickly by earning the allegiance of the green dragon in area 7. His fellow cultists lack Favric's ambition and flee if he is captured or killed.

If the characters talk to the cultists, Favric explains that they have come to treat with the green dragon (whose name he doesn't know). If the characters express a similar desire, Favric suggests an alliance. He really plans to offer the characters to the dragon as part of his tribute, and if a fight ensues, the cultists side with the dragon.

Treasure

In the main room, Favric has a small coffer containing tribute for the green dragon: three diamonds (100 gp each). He also carries a *potion of flying* in a stoppered vial around his neck.

Awarding Experience Points

Divide 150 XP equally among the characters if the party defeats or drives away the cultists.

Wyvern Tor

This crag is a prominent landmark in the rugged hills northeast of the Sword Mountains, and is easily visible from twenty miles away. People traveling along the Triboar Trail in the vicinity of Conyberry catch glimpses of Wyvern Tor to the south as they go. The tor was formerly the home of a large and dangerous nest of wyverns, but a band of bold adventurers dealt with the monsters years ago. Though the wyverns never returned, other creatures lair here from time to time. Wyvern Tor's current squatters include a band of orcs and their ogre ally.

The orcs are scouts of the Many Arrows tribe. These orcs often roam into the more civilized areas of the North, spying out human settlements, waylaying travelers, and looting and plundering as opportunities present themselves. Stories of new settlers near Phandalin and renewed traffic along the old Triboar Trail drew this band to the area. Their leader is Brughor Axe-Biter—a savage brute who is more interested in murdering and looting than scouting.

Orc Camp

Wyvern Tor is a sizable hill, with miles of rugged terrain on its flanks and slopes. Searching for the hidden orc camp takes time. The party can attempt one DC 15 Wisdom (Perception) check or DC 10 Wisdom (Survival) check per hour to find the camp, made by the character leading the way.

When the characters find the camp, read the following:

> The faint smell of smoke hangs on the air as you ascend a rugged ridge on the lower slopes of the hill. Fifty yards away, a cave mouth opens up at the bottom of a ravine. Hunkered down by a boulder twenty yards outside the cave, keeping watch, is a single orc.

If the characters can quietly and expeditiously take out the lone **orc**, they have a chance to surprise the orcs in the cave. If the sentry spots the characters sneaking up, or if it is not silenced during the surprise round, the orc retreats back to the cave to warn the others.

The marauders in the cave include Brughor Axe-Biter (an **orc** with 30 hit points), six ordinary **orcs**, and a filthy **ogre** named Gog. Gog fights until slain, while the orcs fight until Brughor is killed, at which point any remaining orcs flee.

Treasure

Brughor's band plundered several homesteads farther north on their way to Wyvern Tor. An unlocked treasure chest in the cave holds 750 cp, 180 sp, 62 ep, 30 gp, and three vials of perfume (10 gp each).

Awarding Experience Points

Defeating the monsters at Wyvern Tor completes a quest given to the party by Townmaster Harbin Wester in Phandalin, and it delivers on a promise to Hamun Kost at Old Owl Well. Divide 1,250 XP equally among the characters if the party deals with the orcs and the ogre.

Cragmaw Castle

The Cragmaw tribe consists of marauding bands and rival goblinholds scattered throughout the area of the Triboar Trail and the Neverwinter Wood. However, one chieftain is grudgingly recognized by all others as supreme: King Grol of Cragmaw Castle.

Cragmaw Castle is not a goblin construction, nor is that the structure's original name. Raised by a talented wizard-noble of old Phalorm, an ancient realm that once controlled much of the North, the stronghold consists of seven overlapping towers; however, its upper levels have long since collapsed to heaps of crumbling masonry. Only the ground floor is still sound enough to be habitable.

General Features

The centuries have not been kind to Cragmaw Castle. The goblins have shored up the weakest areas beneath its falling towers with crude timbers, but it's only a matter of time before the structure collapses completely.

Ceilings. Ceilings are 15 feet high unless noted otherwise.

Doors. Interior doors are made of wood reinforced with iron bands. They have neither locks nor keyholes. It takes a successful DC 15 Strength check to break down a door that is barricaded shut.

Floors. Cracked and uneven flagstones conceal a dirt floor underneath.

Light. A small amount of natural light filters through the arrow slits around the castle. During the day, this provides dim light in most areas. At night, all areas are dark.

Walls. Exterior walls and load-bearing interior walls are 5 feet thick, with 3 feet of mortared fill sandwiched between 1-foot-thick courses of hard stone blocks. Interior walls are 1-foot-thick worked stone.

Arrow slits in the castle walls are 10 feet above the outside ground level, 4 feet above the interior floor level, 8 inches wide, and 4 feet high. A creature on one side of an arrow slit gains three-quarters cover against attacks from the other side (see "Cover" in the rulebook).

1. Castle Entrance

The main gates between areas 1 and 2 are made of bronze-covered wood, but they are corroded and collapsed.

> The castle consists of seven crumbling towers of different sizes and heights, but the upper stories are all in varying states of collapse. A short flight of steps leads up to a terrace in front of the main entryway. Past the wreckage of a pair of sundered doors lies a shadowed hall. Round towers loom over the entranceway, with dark arrow slits looking down on the terrace.

No monsters dwell here, but the goblin sentries in area 3 are supposed to be keeping watch. They glance only occasionally out of the arrow slits, however, so characters who move quietly might be able to creep past them. Have each character make a Dexterity (Stealth) check. The lowest check is the DC for the goblins' Wisdom checks to notice the party.

Developments

If the goblins spot the characters (or if the characters approach openly), the goblins shoot arrows from behind the arrow slits. However, they can't fire directly at enemies at or past the broken gate. The goblins also shout loudly enough to alert their comrades in areas 4 and 6 that the castle is under attack.

Disguised Characters

Rather than storm Cragmaw Castle with weapons in hand, clever characters might try to talk their way inside. For example, they might don the scarlet cloaks of the Redbrands and claim to be emissaries sent by Iarno "Glasstaff" Albrek, the Redbrand leader, to meet with King Grol. A good DM rewards this kind of clever thinking by giving the characters a chance to succeed.

It's okay if the characters circumvent combat and talk their way past castle defenders. Both the Cragmaw tribe and the Redbrands work for the Black Spider, so the goblinoids aren't likely to attack the party if they claim to be working in the Black Spider's interest.

If the characters try to perpetrate a deception as a group, have them each make a Charisma (Deception) check contested by the monsters' Wisdom (Insight) checks, and give the characters advantage on their checks if the deception is particularly well planned or roleplayed. If at least one character wins the contest, the deception is a success. You may award XP for monsters fooled by the deception. As the party makes its way deeper into the castle, additional checks might be required, at your discretion.

2. Trapped Hall

Once the castle's foyer, this wide hall makes a dangerous battleground.

> Doors stand closed to the north and south, with a crumbling mound of rubble partially obscuring the southern hall. To the east, a broad corridor ends in two more doors leading south and east. The corridor is cluttered with dusty rubble and fallen plaster from a partial collapse of the ceiling overhead.

If the goblin sentries in area 3 raised the alarm, the goblins and hobgoblins in areas 4 and 6 come running out of the north and south doors at the same time. They attack from both directions, trying to overwhelm the adventurers and drive them out of the castle.

Trap. The dusty plaster and rubble in front of the door leading to area 8 conceals a copper tripwire connected to linchpins hidden in the ruined ceiling. Spotting the tripwire requires a passive Wisdom (Perception) score of at least 20, or a successful DC 10 Wisdom (Perception) check if characters are actively searching for traps in the area. Once spotted, the tripwire is easily avoided and disarmed (no ability check required).

Any creature that walks over or through the rubble without avoiding the tripwire triggers a cave-in of wooden beams and heavy stones. (The area of the collapse is marked on the map.) Any creature in the area when the trap triggers must succeed on a DC 10 Dexterity saving throw or take 3d6 bludgeoning damage from the falling rubble (half as much damage on a successful save). The noise of the collapse puts the monsters in areas 3, 7, 8, and 9 on alert.

Awarding Experience Points

Divide 100 XP equally among the characters if the party detects or survives the trap.

3. Archer Post

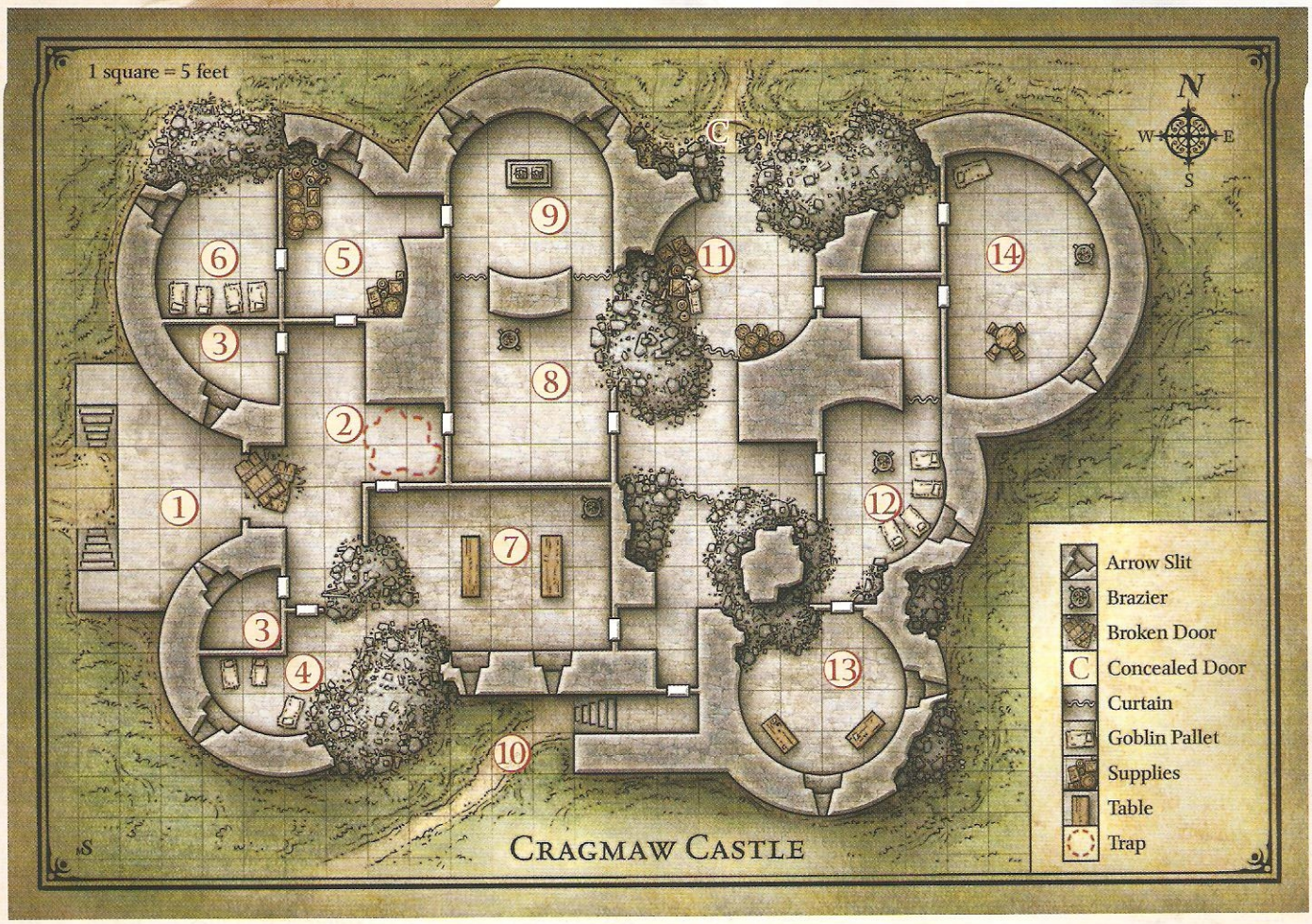
Cragmaw Castle's main defenses are its secret location and the appearance of having been abandoned. In addition, King Grol posts sentries to drive off intruders who get too close.

> This small room is littered with debris. The arrow slit opposite the door offers a fine field of fire over the terrace in front of the castle gates.

Two **goblins** occupy each of these two rooms. By taking turns shooting arrows and ducking back, both archers can fire each round at targets outside. When characters enter the room, the goblins drop their shortbows and draw their melee weapons.

Awarding Experience Points

Divide 100 XP equally among the characters for each pair of goblin archers the party defeats.



4. Ruined Barracks

The Cragmaw goblins make use of every bit of available space in the castle.

> The southwest tower of the castle is little more than a heap of rubble. Several ragged bedrolls are scattered across the remaining floor space, and a small, twisting passage leads east through the ruins.

Three **goblins** bunk here. Though the rubble appears dangerous, the tower is stable, and the eastern passage is safe.

Developments

Any loud noises here attract the attention of the goblins in area 7. One goblin comes to investigate the disturbance. If it doesn't return, or if it spots trouble and sounds the alarm, the others investigate.

Awarding Experience Points

Divide 150 XP equally among the characters if the party defeats these goblins.

5. Storeroom

Caravans raided by the Cragmaws along the High Road and the Triboar Trail supply provisions for the castle.

> Old casks of salted meat and sacks of rotting grain fill this storage area. Among the supplies, you see a bloody suit of chain mail, a heavy crossbow, and an unsheathed longsword with the emblem of Neverwinter worked into its hilt.

Though the stores here are not edible by human standards, the goblins can tolerate them when fresher food isn't available.

One small cask is filled with an exceptional dwarven brandy, which the goblins overlooked because of its size. The cask contains the equivalent of twenty glasses. A character who imbibes a glass of brandy regains 1 hit point, but a character who drinks two glasses within 1 hour becomes poisoned for 1 hour.

Sildar's Gear. The chain mail and longsword belong to Sildar Hallwinter. Sildar is grateful if at least his longsword is returned to him.

6. Hobgoblin Barracks

The Cragmaws are a mixed tribe of goblinoids, with a handful of bugbears lording over larger numbers of miserable goblins and a few hobgoblins. The hobgoblins plan to dispose of the bugbears and take over someday, but for now, the bugbears are too strong a threat.

Four plain straw pallets and bedrolls are lined up on the floor of this barracks. Brackets on the walls hold a number of weapons—spears, swords, morningstars, and more. The north wall shows signs of damage, but the floor is swept clean of rubble.

Four **hobgoblins** are quartered in this room. Because their goblin neighbors are always getting into fights, they don't pay attention to noise in areas 2 or 3. However, they are quick to defend their tower if any intruders appear, or to respond to an alarm raised by the goblin sentries.

Treasure

Mounted to the walls are five spears, four longswords, three morningstars, two greatswords, and a fine quarterstaff. The quarterstaff is engraved with stylized feathers, is surprisingly light (1 lb.), and worth 10 gp.

Awarding Experience Points

Divide 400 XP equally among the characters if the party defeats the hobgoblins in this room.

7. Banquet Hall

The lord of the castle once entertained his guests here, throwing lavish banquets and dances. Now this place is a foul goblin mess hall.



Hobgoblin

The western portion of this large hall ends in a wall of rubble, but the remainder is still intact. This must once have been the castle's banquet hall, with a soaring ceiling twenty-five feet high. Two large wooden tables with plain benches stand in the middle of the room, and a brass brazier full of glowing coals is tucked into one corner. Dirty dishes, half-full stewpots, moldy heels of bread, and gnawed bones cover the tables.

This hall holds seven miserable **goblins** and their leader—a fat, cantankerous **goblin** with 12 hit points named Yegg. Yegg is the chief cook for the Cragmaws, and he viciously bullies his unwilling assistants as they go about the work of putting food on the tribe's table. If Yegg is killed, any goblins left alive flee to the east or west, avoiding the north door because of the trap in area 2.

Awarding Experience Points

Divide 400 XP equally among the characters if the party defeats the goblins in this room.

8. Dark Hall

Even by day, this area has no exterior light. The boxed text assumes that the characters have darkvision or a light source.

This high, narrow hall looks as if it might have been part of a chapel or shrine at one time. Angelic figures are sculpted along the room's upper reaches, looking down on the floor below. To the north, heavy curtains block a matching pair of archways. Between the archways is a cracked but ornately carved stone brazier.

This chamber contains a **grick**—the special pet of the goblin Lhupo (area 9). The grick likes to climb up to a ledge hidden in the shadows of the statuary in the higher reaches of the room. It quietly observes intruders that enter the area before dropping down to strike. Compare the grick's Dexterity (Stealth) check to the characters' Wisdom (Perception) checks (or their passive scores) to determine who among them is surprised. The grick knows that goblins are not to be eaten unless Lhupo says so. The rest of the Cragmaws are terrified of Lhupo's pet and hurry through this room, preferably in twos or threes.

Any cleric who examines the chapel's decor can attempt a DC 10 Intelligence (Religion) check to identify the deities that were once revered here: Oghma (god of knowledge), Mystra (goddess of magic), Lathander (god of dawn), and Tymora (goddess of luck). This is an obvious sign that the builders of the castle were human.

Developments

If combat erupts here, the goblins in area 9 cannot be surprised.

Treasure

The stone brazier contains a mound of coal, buried under which is a gold statuette of a sun elf (100 gp) wrapped in crimson cloth. A goblin hid the figurine here, hoping his fellow goblins wouldn't steal it from him.

A *detect magic* spell reveals that the statuette is imbued with divination magic. Any non-evil creature grasping the statue can ask it a question and receive a telepathic response, as though it had cast *augury* (see the rulebook for a description of this spell). Once a creature has asked its question and received a response, it can never activate the statuette again.

Awarding Experience Points

Divide 450 XP equally among the characters if the party defeats the grick.

9. Goblin Shrine

Goblins have no use for human gods, so the Cragmaws have rededicated this place to Maglubiyet, the god of goblins and hobgoblins.

> This chamber occupies the northern tower of the castle. A stone altar stands in the middle of the room, covered with bloodstained black cloth. Golden ritual implements—a chalice, a knife, and a censer—are carefully arranged on top of the altar. Two archways to the south are covered with heavy curtains.

This shrine is home to Lhupo (a **goblin** with 12 hit points) and two ordinary **goblins** that serve as his "acolytes." They all wear filthy robes over their armor, but none of them possess divine powers (although Lhupo claims to hear Maglubiyet speaking to him). If the goblins heard the characters fighting the gricks in area 8, they hide behind the altar and attempt to surprise the characters. Otherwise, all three goblins are kneeling before the altar, praying to their evil god.

The bloodstained cloth completely covers the stone altar, the sides of which are engraved with images of the same gods reflected in the decor found in area 8.

Treasure

The chalice, knife, and censer are human-made art objects worth 150 gp, 60 gp, and 120 gp, respectively.

Awarding Experience Points

Divide 150 XP equally among the characters if the party defeats the goblins.

10. Postern Gate

This side entrance to the castle is locked but unguarded.

> On the south side of the old castle, an overgrown path leads to a passage that climbs up into the wall. A large iron door stands here, sheltered from direct outside attack. Arrow slits ten feet above the ground overlook the path.

The iron door is locked. It can be opened with thieves' tools and a successful DC 15 Dexterity check, or knocked down with a successful DC 25 Strength check.

Arrow Slits. Any character who pauses and listens near the arrow slits hears, from area 7, an occasional clatter of crockery and angry goblins arguing over whether the dishes need cleaning. The goblins aren't keeping watch from these arrow slits. However, if the characters make a lot of noise or commotion, such as knocking down the door, the goblins come and look. If they see intruders outside, they shout an alarm.



Grick

11. Ruined Tower

Dusty canvas (marked with a "C" on the map) hides the northern entrance to this area, blending in with the surrounding stonework and rubble. A character who succeeds on a DC 15 Wisdom (Perception) check spots a footpath leading up to the hidden entrance. If the characters are actively searching the outside of the castle for a hidden entrance, they can make a DC 10 Wisdom (Perception) check to spot the canvas "door."

> This tower has almost completely collapsed, although the ground floor still has a little open space. Rotting crates and ancient barrels show that provisions were once stored here. A heavy curtain blocks a crumbling area to the south, and an intact door leads east. To the north, a short passage through the rubble ends before a screen of canvas.

12. Guard Barracks

The creatures here keep watch from the arrow slit, so any characters creeping around the east side of the castle are likely to be spotted and attacked.



Owlbear

> A stone brazier full of coals glows in the middle of this small barracks. Four straw pallets are lined up along the east wall. The wall to the south has collapsed, but a barred wooden door in that direction is still clear. A curtain hangs in an archway to the north.

Two **hobgoblins** stand guard in this room. They are smart, tough, and loyal to King Grol. At the start of combat, one hobgoblin runs to warn the king in area 14, then returns 2 rounds later to rejoin the fray.

This area was once a parlor for the castle's human occupants, though its rotted furnishings were broken up by the Cragmaws and used for firewood.

Awarding Experience Points

Divide 200 XP equally among the characters if the party defeats the hobgoblins.

13. Owlbear Tower

The door to this room is held shut with a heavy wooden bar—a subtle warning that danger lies beyond. When the bar is lifted, the creature in the room awakens and lets out a terrible roar.

The arrow slits here are shuttered, leaving the room dark. The boxed text assumes that the characters have darkvision or a light source.

> The upper floors of this tower have collapsed to create a hollow silo at least thirty feet high, and the upper reaches of the room are lost in shadows. Dust, rubble, and broken glass cover the floor, and old worktables and bookshelves lie strewn to the south. In the middle of the room is a hulking beast that looks like a mangy bear with an owl's head. It rears up and roars when it sees you.

The Cragmaws have captured an **owlbear** and confined it to this tower. The room is kept dark to keep the beast calm, but King Grol doesn't know what to do with it yet. If a character throws it fresh meat, the owlbear devours the food. Otherwise, it attacks the first creature it sees in the doorway.

This room was once a library and workshop, but nothing of its original contents remains intact.

Developments

If the characters open the door and stay out of the owlbear's way, it flees the castle (most likely through area 11). The creature attacks anything that gets in its way.

Treasure

All that remains of the tower's second floor is a jagged ledge, upon which sits a battered wooden chest. The chest is hard to see from the floor, requiring a successful DC 15 Wisdom (Perception) check to notice. The chest is unlocked and contains 90 ep, 120 gp, a *potion of healing*, a *scroll of silence*, and a *scroll of revivify*.

Awarding Experience Points

Divide 700 XP equally among the characters if the party defeats the owlbear or releases it.

14. King's Quarters

Any character who listens at the door hears two voices in a heated discussion—a loud, growling voice demanding payment for something, and a silky smooth reply.

> This chamber has been set up as a crude living space, with thick furs thrown on the floor to serve as carpets, old trophies hanging on the walls, a large bed to the north, and a brazier of coals burning brightly. A round table with several chairs stands to the south near the door. Near the table, on the floor, is an unconscious dwarf who looks badly beaten.

King Grol is a fierce old **bugbear** with 45 hit points. He rules the Cragmaws through pure intimidation. Age has stooped his shoulders and hunched his back, but he remains surprisingly agile and strong. He is demanding and vindictive, and no Cragmaw dares to cross him.

Grol is attended by Snarl, a **wolf** with 18 hit points, and a **doppelganger** disguised as a female drow. The doppelganger, Vyerith, is a messenger from the Black Spider, come to collect Gundren Rockseeker and the map of Wave Echo Cave from King Grol. Grol wants to sell the map instead of surrendering it, and he and the drow are negotiating a price. Vyerith first wants to question Gundren to find out if anyone else knows the location of

the mine. Then the doppelganger intends to kill the dwarf and destroy the map.

If the villains have been warned that an attack is imminent, Vyerith hides behind the door to the northeast, leaving it open a crack and hoping to attack an intruder from the rear. Grol holds Gundren hostage, ready to kill the dwarf if the characters don't back off.

Arrow Slits. The arrow slits are 15 feet above the ground outside, and the creatures here aren't keeping watch. They are unlikely to notice intruders moving around the exterior of the castle.

Northwest Room. This partially collapsed chamber was once a comfortable bathroom. It still contains a large tile tub, unused by the castle's current occupants.

Unconscious Dwarf. Near the southwest corner of the room is Gundren Rockseeker, a dwarf **commoner**. He is unconscious but stable at 0 hit points.

Developments

If Grol is killed, Vyerith tries to kill Gundren and flee with the map, heading toward area 11 and escaping through the concealed canvas door. If cornered, the doppelganger fights to the death rather than allow itself to be captured.

If Gundren is revived, he thanks the party for coming to his rescue but won't leave Cragmaw Castle without his map. Unfortunately, he doesn't know where King Grol has hidden it (see the "Treasure" section).

Treasure

Hidden under Grol's bed mattress is a stitched leather sack containing 220 sp, 160 ep, three *potions of healing*, and Gundren's map to Wave Echo Cave.

Awarding Experience Points

Divide 950 XP equally among the characters if the party defeats King Grol, the wolf, and the doppelganger.

Award an additional 200 XP to the party if the characters rescue Gundren Rockseeker and escort him safely back to Phandalin.

Returning War Band

You can add a complication in the form of a hobgoblin war band returning home, just as the characters are preparing to leave. This war band consists of three **hobgoblins** led by Targor Bloodsword, a **hobgoblin** with 20 hit points. Targor also has two **wolves** as pets.

The hobgoblins have no treasure, but 1d4 of them carry bloody sacks, each containing a severed elf head. The severed heads are trophies from the hobgoblins' recent victory over an elf hunting party.

Clever characters might try to reason with Targor by urging him to think of himself as Grol's successor rather than Grol's avenger. Targor has long aspired to lead the Cragmaw tribe, so he might do the adventurers the favor of not killing them, provided one or more characters succeed on a DC 15 Charisma (Persuasion) check.

Awarding Experience Points

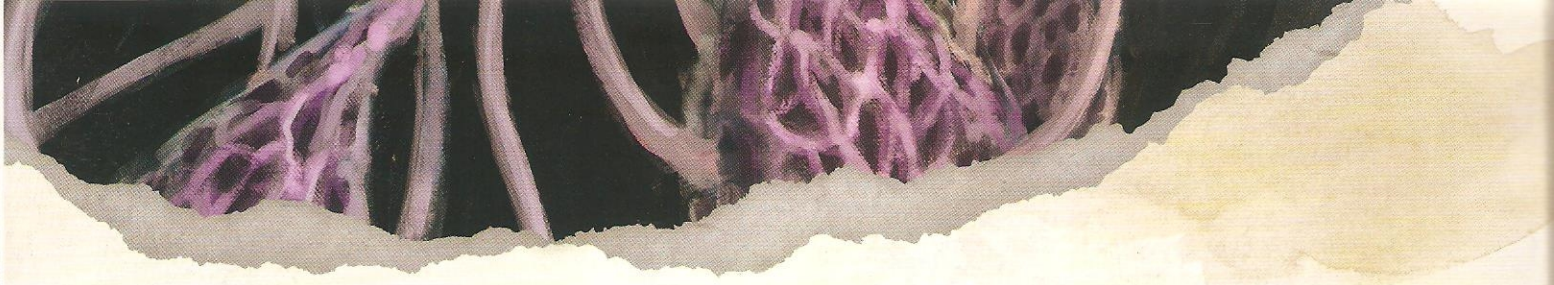
Divide 500 XP equally among the characters if they defeat the hobgoblin war band or come to terms with Targor.

What's Next?

If Gundren Rockseeker survives the ordeal at Cragmaw Castle, he offers the characters his thanks and asks that they escort him back to Phandalin and then venture to Wave Echo Cave to learn the fate of his brothers, Nundro and Tharden. He knows that someone called the Black Spider orchestrated his capture and hopes that the characters stop the villain. Upon returning to Phandalin, Gundren offers the characters 25 gp each for their assistance and promises the party a 10 percent share of the mine's wealth once his operation there is up and running.

Whether the characters sought the information from Agatha or Reidoth, negotiated with Hamun Kost, or recovered Gundren and his map from Cragmaw Castle, they now know the location of Wave Echo Cave. The only thing left for them to do is seek out the old dwarven delve and discover for themselves who the Black Spider is, and why he's so interested in the Lost Mine of Phandelver.





Part 4: Wave Echo Cave

Fifteen miles east of Phandalin, in the deep vales of the Sword Mountains, lies Wave Echo Cave. The rich mine of the Phandelver's Pact was lost five hundred years ago during orc invasions that devastated this part of the North.

In the centuries since, countless prospectors and adventurers have searched for the lost mine, but none succeeded until the Rockseeker brothers found the entrance a month ago. Unfortunately, the Rockseekers did not realize they were being trailed by spies working for Nezznar, the Black Spider, and they inadvertently led the drow villain to their prize. Nezznar and his followers dealt with the two Rockseekers who were guarding their find, then arranged for Gundren's ambush. Learning of the adventurers' involvement with Gundren or their exploits in and around Phandalin, the Black Spider has given orders for the characters to be dealt with. Meanwhile, Nezznar has begun his exploration of Wave Echo Cave.

The drow is searching for the Forge of Spells, where the human mages of old Phandalin enchanted dwarven weapons and gnome gadgets. However, Nezznar's exploration has been hindered by the restless undead and dangerous monsters that lurk in Wave Echo Cave, forcing him to proceed with great caution.

The adventurers now have the chance to aid Gundren, avenge his kin, and put a stop to the nefarious schemes of the Black Spider. And of course, the hoard of powerful magic rumored to be hidden in the mines is a rich prize.

Character Level

This part of the adventure is designed for characters of at least 4th level and assumes that each character has earned at least 2,700 XP. If the adventurers skipped too many of the optional investigations and encounters in part 3, they might not be 4th level, and many of the encounters in this section might be difficult for them.

Experience Point Awards

In this part of the adventure, XP is awarded for overcoming monsters, as in parts 2 and 3. However, XP awards for monsters is not given in the encounter description. Instead, the amount of XP that a monster is worth is noted in its stat block (see appendix B). You calculate the award by totaling the value for each monster the characters overcome. Additional XP awards, and the reasons for them, are described in the text, under the "Awarding Experience Points" heading.

Wandering Monsters

Monsters roam through all areas of the mine. Random encounters remind players that monsters aren't necessarily confined to specific areas, and that no part of the dungeon is safe. Encounters with wandering monsters are an effective way to keep the players and characters on their toes, alleviate player boredom, and tax party resources. However, having too many random encounters can become tedious, so use them sparingly.

If the characters spend a long time in a given area, you can check for wandering monsters by rolling a d20. On a roll of 17–20, an encounter takes place. Conversely, if the players seem restless, you can decide that an encounter occurs. Roll a d12 and consult the Wandering Monsters table to determine what the party meets.

Wandering Monsters

d12 Roll	Result
1–3	Stirges (2d4)
4–5	Ghouls (1d4)
6	Gricks (1d4)
7–8	Bugbears (1d4)
9	Skeletons (1d6)
10	Zombies (1d6)
11–12	Ochre Jelly (1)

General Features

The mine is cold, damp, and surprisingly drafty. A noticeable breeze blows through many of its passages, flowing from area 1 toward area 16.

Ceilings. Tunnels are 10 feet high unless noted otherwise. Rooms have 20-foot-high ceilings, while natural caverns have 30-foot-high ceilings dotted with stalactites.

Doors. Unless noted otherwise, all doors are 6 feet tall, 4 feet wide, and made of six-inch-thick cut slabs of stone fitted with iron handles and hinges. The doors are low and wide—perfect for dwarves.

Walls. The walls are hewn stone. In a few areas (14, 15, 19, and 20), they are dressed with well-fitted stone blocks.

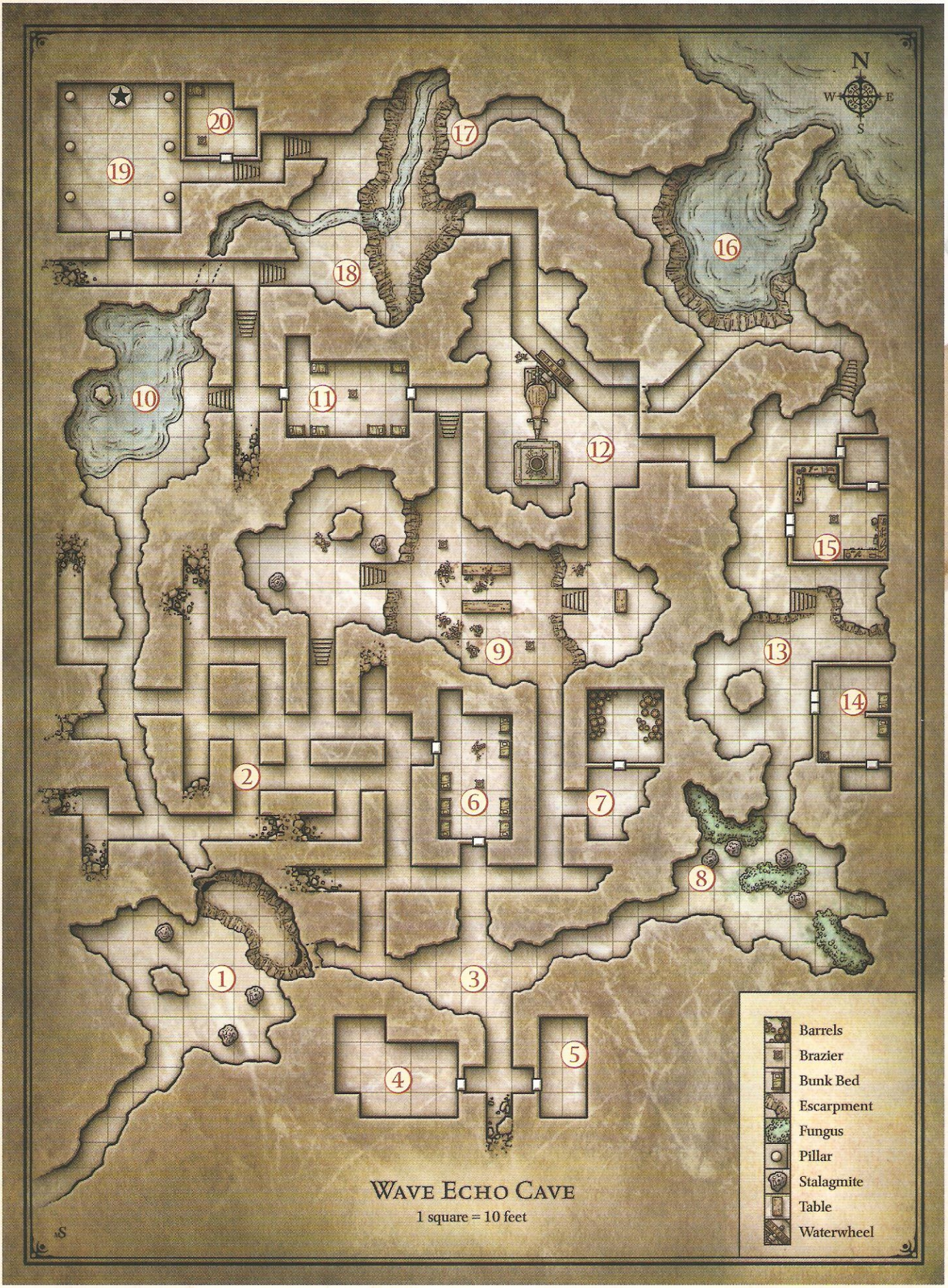
Floors. All floors are smooth, natural stone.

Light. None unless otherwise indicated. The boxed text assumes that the characters have light sources or darkvision.

Stalagmites. Found in many of the natural caverns, these spires of rock rise up from the floor and can be used for cover (see "Cover" in the rulebook).

Keyed Encounters

All the encounters in this part of the adventure are keyed to the map of Wave Echo Cave.



Wave Echo Cave

1 square = 10 feet

Booming Waves

All good dungeons have characteristics that make them unique, and Wave Echo Cave is no exception. The rhythmic thunder of pounding waves echoes throughout the mine, loud enough to make the stone underfoot shiver. Waves come about two minutes apart, growing louder toward the northeast.

Wave Echo Cave is nowhere near the ocean, but a water-filled cavern deep in the mine is connected to an underground hot spring. That spring boils over continuously to produce a surge that slams into a narrow funnel, making a sound like breaking surf. Describe this sound to players on occasion. It will pique their curiosity and lure them toward its source, drawing them deeper into the mine as a consequence.

1. Cave Entrance

Whether the characters follow Gundren's map or receive directions to Wave Echo Cave from another source, their initial approach leads them to a narrow tunnel whose entrance is hidden within the Sword Mountain foothills.

> The entrance tunnel leads into a large cavern supported by a natural pillar of rock and containing three stalagmites. In the western part of the cave, behind the column of rock, are three bedrolls and a heap of ordinary supplies—sacks of flour, bags of salt, casks of salted meat, lanterns, flasks of lamp oil, pickaxes, shovels, and other gear. Amid the supplies, you see the body of a dwarf miner, dead for at least a week.
>
> The northeastern section of the cavern has collapsed, forming a ten-foot-wide, twenty-foot-deep pit. A sturdy hemp rope is tied off around a nearby stalagmite and dangles down the side of the pit, at the bottom of which is a rough-hewn tunnel heading northwest and east.

This was the campsite of the Rockseekers. The dead dwarf is Tharden, Gundren's brother, who was killed by the Black Spider. Gundren's other brother, Nundro, was here as well and is currently the Black Spider's prisoner in area 20.

The dwarves' supplies are potentially useful, but not particularly valuable.

Open Pit. Climbing up or down the wall of the pit without a rope requires a successful DC 15 Strength (Athletics) check. A character who fails the check by 5 or more falls and takes 1d6 bludgeoning damage per 10 feet fallen, landing prone at the bottom. The tunnel at the bottom of the pit leads northwest toward area 2 and east toward area 3.

Treasure

Tharden wears a pair of *boots of striding and springing*. In his haste to explore the rest of Wave Echo Cave, Nezznar overlooked them.

2. Mine Tunnels

This maze of passages is an old section of Wave Echo Cave's original mine site.

> This area consists of numerous intersecting passages. The ceilings here are only six feet high, and several of the passages end in partially excavated rock faces.

The dead-end passages are places where the miners gave up and decided to move on to other spots. Patiently lurking in one is an **ochre jelly**. When the party enters this section of the mine, the jelly begins to stalk the group, instinctively waiting for an opportunity to attack a lone target.

3. Old Entrance

The tunnel that runs south was the original entrance to Wave Echo Cave, but it was buried by the destruction that wracked the mines centuries ago. A pitched battle was fought here when the orcs stormed the mines. The dead still lie where they fell.

> Many tunnels intersect at this natural, thirty-foot-high cavern. The walls are carved with simple reliefs showing dwarf and gnome miners hard at work. Below them, nearly two dozen skeletons in rusted scraps of armor are scattered across the cavern floor. Some are dwarf skeletons, while others are orc remains. Half a dozen large brass lanterns stand in niches or on ledges around the cavern, but none are lit.

Clinging to the ceiling like bats are ten **stirges**. The monsters find scant living prey in the mines, and they are ravenous. If the characters are looking down at the skeletons on the floor, the stirges are likely get the drop on them. Any character who isn't watching the ceiling is surprised unless his or her passive Wisdom (Perception) score is higher than the stirges' Dexterity (Stealth) check total (roll once for all of them). Characters who aren't surprised hear a flapping noise as the stirges descend to attack.

The lanterns and the carvings of miners at work were meant as a welcome to newcomers.

4. Old Guardroom

This guardroom once protected the nearby entrance to the mine, but it was overrun early in the fighting when the orcs attacked.

> Splintered stone benches and heaps of rubble from a partially collapsed ceiling fill this room. Amid ruined stone bunks and toppled weapon racks are the bones of several dwarves and orcs.

In the round after any living creature enters this chamber, the bones begin to stir and knit together, forming nine **skeletons**. They fight until destroyed.

5. Assayers' Office

The mine's assayers worked here, weighing and assessing ore samples and paying the minors for their labor.

This chamber was once an office or storeroom of some kind. A large stone counter bisects the room, set with three dusty balance scales made of iron. Cubbyholes carved into the north wall are stuffed with dusty paper scraps. Several long-dead corpses—gnomes and orcs by their look—are sprawled across the floor.

The centuries-old paper in the cubbyholes disintegrates if touched, but a character who reads Dwarvish can see faint markings on a few scraps, recording weigh-ins and disbursements.

Treasure

Behind the counter sits a locked iron strongbox, requiring thieves' tools and a successful DC 20 Dexterity check to open. This pay chest was overlooked in the fighting and contains 600 cp, 180 sp, 90 ep, and 60 gp.

6. South Barracks

This was a miners' barracks, where the skilled delvers working in Wave Echo Cave rested between shifts. Any character who listens at the partially open door hears faint crunching and splintering sounds with a successful DC 10 Wisdom (Perception) check.

Old stone bunks in orderly rows line the walls of this chamber, and a corroded iron brazier full of old coals stands near the middle of the room. The bones of a half dozen dwarves and orcs lie strewn about, clad in scraps of armor. Three gray, hunched figures squat among the remains, pawing at the scraps and gnawing on the bones.

Three **ghouls** from the pack in area 9 are here, cracking and gnawing on the ancient bones of the fallen in the vain hope that some tasty morsel of marrow remains. The ghouls, eager for a fresh meal, attack immediately.

7. Ruined Storeroom

Despite the destruction all around, the northern part of this storage area has survived intact.

The eastern wall of this chamber has collapsed into a mass of rubble. To the north, a door stands ajar, leading to a good-sized storeroom. Dusty kegs are tucked neatly against the walls, all of them cracked and split open from age.

It's not comfortable, but the storeroom is a secure resting place. No monsters come this way. Moreover, the storeroom door is in good shape and can easily be blocked or barred from the inside.

The contents of the kegs have long evaporated.

8. Fungi Cavern

This cave has hindered Nezznar's explorations. The drow suspects that the mine's magic workshops are close by, but he's reluctant to risk dealing with the monsters here.

Dense carpets of weird fungi cover large sections of the floor in this cavern. The growth includes puffballs a foot across, weird shelf fungus growing on stalagmites, and large stalks and caps a good five feet tall. Some of the puffballs glow with an eerie green phosphorescence.

Most of the fungi is harmless, and the green-glowing fungi allow creatures to see the entire cavern without the aid of darkvision or a light source.

Poison Gas. Whenever a creature attempts to cross the cavern, the carpets of fungi that cover most of the floor release poisonous gas into the air. Each creature in the cavern must succeed on a DC 11 Constitution saving throw or take 3d6 poison damage and be poisoned for 10



Ghoul

minutes (see the rulebook for more information on the poisoned condition). The gas disperses after 1 minute, but until then, any living creature that ends its turn in the cavern must repeat the saving throw.

9. Great Cavern

This cave once served as the banquet room, meeting area, and mead hall for the miners.

> Steep escarpments divide this large cavern into three sections—high ledges at either end, and a lower section in the middle. Carved stone stairs climb up to the ledges. Two large tables stand in the middle section, along with a pair of old braziers. A smaller table stands on the eastern ledge. The skeletal remains of dozens of dead warriors—dwarves, gnomes, orcs, and ogres—attest to the fierceness of the fighting that took place here long ago.

Seven **ghouls** lurk in the shadows on the western ledge. They notice any light or noise elsewhere in the cave and quickly bound down to attack. The undead are hungry and fight until destroyed.

The escarpments are 10 feet high and require a successful DC 12 Strength (Athletics) check to climb. A creature that falls or is knocked from the top of a ledge takes 1d6 bludgeoning damage and lands prone.

10. Dark Pool

Treasure is concealed in this water-filled cave.

> A still pool fills much of this cavern. The water is dark, revealing little of what might lie within. The shore of the pool consists of a thin layer of broken shells from strange, pale mussels, and a fishy odor hangs in the air.
>
> A passage leads south from this area, and a set of steps climbs up to the east. A sluggish stream flows out of the cave to the northeast.

The pool is 20 feet deep in the middle. The stream to the northeast is 3 feet deep, and the ceiling of the passage is 2 to 3 feet above the water. Characters can easily wade through the stream to area 18.

A character who explores the pool finds an old skeleton lying on the bottom, 10 feet from the shore and under 10 feet of water. These are the remains of a human wizard from old Phandalin who died defending the mines against the orc attackers. Several orc arrows are still lodged in the skeleton's ribcage.

Treasure

The skeleton wears two platinum rings (75 gp each) and clutches a *wand of magic missiles* in its bony fingers.

11. North Barracks

The eastern door is barricaded from inside the room and requires a successful DC 20 Strength check to force open. A character who listens at either door and succeeds on a DC 10 Wisdom (Perception) check hears gruff voices speaking Goblin and talking about how hungry they are.

> Old stone bunks line the walls of this barracks, which is lit and heated by a glowing iron brazier in the middle of the room.

If the party enters from the west, add:

> Across the room is another door, this one blocked by a barricade made from the remains of a wooden table.

Five **bugbears** reside in this chamber. They are loyal minions of Nezznar. This room marks the front line in the Black Spider's assault on Wave Echo Cave, and the bugbears are here to prevent ghouls, zombies, or other undead from troubling their master in his lair (area 19).

Like area 6, this was formerly a barracks for miners. Nezznar's bugbears removed the corpses they found here and built the barricade.

Treasure

The largest bugbear carries a pouch containing 15 cp, 13 ep, and a *potion of vitality*.

12. Smelter Cavern

Like the fungi cavern at area 8, this chamber poses a serious obstacle that prevents Nezznar from reaching his objective—the Forge of Spells (area 15). The drow is still formulating a plan to get past the undead guardians in this area.

> A blast furnace and a mechanical bellows powered by a waterwheel dominate this large chamber. The furnace is cold and dark, but heaps of coal are piled nearby, along with carts full of unrefined ore. The waterwheel sits in a ten-foot-wide channel cut into the floor of the room, but the channel is dry. Passages exit to the west, south, and east. The empty channel exits to the north and east.
>
> More than a dozen withered corpses are scattered around the room. These slain dwarves and orcs are still wearing the remnants of their armor. Floating above them is a skull engulfed in green flame.

Eight of the fallen dwarf warriors are **zombies**. They rise and pursue any living creatures that enter the room, but they do not pursue creatures outside this area for more than 1 round. In addition, a far more intelligent undead guards this area: a **flameskull**. This creature was a servant of the human wizards allied with the Phandelver dwarves and gnomes, and it continues to act on ancient instructions to prevent intruders from passing through.

This impressive chamber was the heart of the Wave Echo Cave mining operation. Here, the dwarves melted down their ore to refine ingots of silver, gold, and platinum. The dry channel is where the dwarves diverted the stream from area 18 to power the waterwheel here. That in turn operated the bellows that fed the furnace.

The channel's bottom is 5 feet below floor level, and no ability check is required to scramble in or out. Characters in the channel can follow it out of this room to the north or to the east, though the ceiling is only 5 feet high after the channel exits this room.

13. Starry Cavern

The structural damage and the skeletal remains in this area are evidence of the destructive spell battle fought here centuries ago when the orcs and their mercenary wizards stormed the mines.

> Glittering minerals in the ceiling of this large cavern catch the light and send it back to create the impression of a starry night sky. Dozens of skeletons—many crushed under fallen debris—are scattered across the floor.
>
> The cave is large enough that it contains two freestanding structures. Each of these stone buildings is proportioned for human use, as opposed to the dwarf-sized doorways and furnishings you've seen elsewhere in the mines. Both structures have battered and blackened masonry walls, their double doors cracked and scorched.
>
> The cavern is divided by an escarpment, into which a flight of stairs has been cut. Passages lead out of this area to the north, south, and west.

The damaged buildings are described in areas 14 and 15. Minerals in the ceiling are pretty, but they are neither magical nor valuable.

Any character proficient in Arcana can sense a subtle aura of magic in this cavern. (A *detect magic* spell reveals the same.) The aura becomes stronger as one approaches the northern building (area 15).

14. Wizards' Quarters

The doors leading into this area are cracked, their iron hinges partially melted. Wrenching or smashing open the doors requires a successful DC 15 Strength check.

> Dust, ash, walls blackened by fire, and heaps of debris beneath the sagging ceiling show that this room was damaged by a destructive blast. The furnishings—tables, chairs, bookshelves, beds—are charred or splintered, but otherwise well preserved. A scorched iron chest stands near the foot of one of the beds.

This room contains the restless spirit of the last wizard to die here: **Mormesk the wraith**. He is not immediately visible but rises up out of the floor when a living creature enters the room.

Mormesk was a powerful mage until he met his end in the spell battle at the climax of the orc attack. Centuries of anger have poisoned his soul, transforming him into a hate-filled apparition.

Mormesk leads the undead that haunt Wave Echo Cave. The wraith spends his time here because the treasure he had amassed in life is in the scorched chest (see the "Treasure" section). No longer corporeal, he cannot touch or possess the wealth he enjoyed in life.

This building served as a guesthouse for visiting wizards working in the Forge of Spells (area 15), most of whom were humans from nearby cities. The furnishings are all human proportioned.



Flameskull

Roleplaying Mormesk

Mormesk speaks in grave whispers. When the wraith first rises up from the floor, it says, "Your presence is offensive to me, your life forfeit. My treasures are mine alone, not yours to plunder!" If the characters make no attempt to reason with the wraith, it attacks.

If the characters try to reason with the wraith, it listens to what they have to say, provided they have not harmed it in any way or seized any of its property. The wraith is irrevocably evil, so the only way the characters can stay its spectral hand is to offer it something a former wizard would consider valuable in exchange for their lives. Mormesk values magic items (particularly scrolls), spellbooks, and arcane knowledge. Whatever the gift, a character must succeed on a DC 10 Charisma (Persuasion) check to convince the wraith of its value.

Regardless of what the characters offer it, the wraith won't relinquish the wooden pipe in the scorched chest. It will, however, part with the coins and gems if the characters agree to kill the spectator in the Forge of Spells. (The wraith doesn't explain what a spectator is. It merely points toward area 15.) Once it receives its gift, the wraith allows characters to peruse its books and keep the secret map in one of them (see the "Treasure" section).

Treasure

The scorched chest is unlocked and contains 1,100 cp, 160 sp, 50 ep, three diamonds (100 gp each), and a wooden pipe adorned with platinum filigree (150 gp).

A handful of magically preserved tomes remain on the shelves. Most are just histories, but one has a map sewn into its cover. The map's presence can be discerned with a successful DC 12 Intelligence (Investigation) check. The shows the location of a dungeon of your own creation. When the characters finish their explorations here, this old map can lead them to their next adventure.

15. Forge of Spells

Here is where the wizards allied with the dwarves and gnomes of the Phandelver's Pact channeled the magic of these caverns to enchant dwarven arms and gnome gadgets. The northernmost door is scorched and cracked, its iron hinges partially melted; forcing it open requires a successful DC 15 Strength check. The western double doors are just as damaged but stand slightly ajar.

> This large workshop was badly damaged by the ancient spell battle that laid waste to the mine. Worktables taking up two corners of the room are scorched, and the plaster has been burned off the masonry walls. In the middle of the room, a stone pedestal holds a small brazier in which an eerie green flame dances and crackles. The brazier and its pedestal appear to have been untouched by the forces that destroyed this area.
>
> Behind the brazier of green flame floats a spherical creature measuring roughly four feet in diameter. Four eyestalks protrude from its central mass, two on each side. In the center of the body is a large eye that stares at you.
>
> "Hello," says a thick, burbling voice inside your head.



Spectator

The monster that guards this room is a **spectator**. One of the human wizards who worked in the Forge of Spells summoned the creature to guard the magic items created and stored here. When the mine was sacked, the orcs disturbed the delicate magic in the area, unhinging the spectator's grip on reality. It has become deranged and believes that the mine is still in use, ignoring all evidence to the contrary.

The wraith (area 14) wants to drive off or kill the spectator, but so far, the creature has easily handled the assaults of Mormesk's zombies and ghouls while seeing nothing strange about undead roaming the mine. If the party attempts to remove anything from this area, the spectator attacks. If the spectator is blinded somehow, it disappears back to its home plane, convinced that it can no longer perform the task for which it was summoned.

With a successful DC 15 Charisma (Deception) check, a character can trick the spectator into thinking one or more party members are wizards or miners who work for the owners of Wave Echo Cave, sent to terminate the spectator's employment. If the deception succeeds, the spectator believes it is released from its obligations, and it disappears and returns to its home plane.

Brazier of Green Flame. A successful DC 15 Intelligence (Arcana) check identifies the brazier as the source of the magic that suffuses the surrounding caverns. This magic has waned over the years, to the extent that it can no longer be harnessed to permanently enchant magic items. However, any nonmagical weapon or armor bathed in the green flame for at least 1 minute becomes a *+1 weapon* or *+1 armor*, respectively, for 1d12 hours (see appendix A). The brazier cannot be removed from the Forge of Spells.

Northern Room. This small room is a separate workspace, where items being prepared for enchantment were polished, lacquered, and otherwise finished. Like the main workshop, it has been almost completely destroyed.

Treasure

On the worktable in the southeast corner of the room are the last items the spectator was charged to protect: *Lightbringer* and *Dragonguard*.

Lightbringer. This *+1 mace* was made for a cleric of Lathander, the god of dawn. The head of the mace is shaped like a sunburst and made of solid brass. Named *Lightbringer*, this weapon glows as bright as a torch when its wielder commands. While glowing, the mace deals an extra 1d6 radiant damage to undead creatures.

Dragonguard. This *+1 breastplate* has a gold dragon motif worked into its design. Created for a human hero of Neverwinter named Tergon, it grants its wearer advantage on saving throws against the breath weapons of creatures that have the dragon type.

16. Booming Cavern

The sound of pounding surf that gives Wave Echo Cave its name can be traced to this water-filled cavern.

A narrow ledge overlooks a large cavern that houses a surging, seething body of water. The rhythmic booming heard throughout the mines is louder here. At regular intervals, a fresh surge of water funnels into this chamber and slams against the wall just below the ledge. The echo suggests that this cave might be one arm of a much larger cavern to the northeast.

The ledge that hugs the south wall is 15 feet above water level. However, when water surges into the cave every 2 minutes, it raises the water level by 10 feet. After a minute, the water level returns to its normal depth of 20 feet.

17. Old Streambed

The stream flowing from area 10 to area 18 used to continue through this low passage, eventually emptying out into area 16.

This passageway is barely four feet high and is obstructed by rounded boulders and pebbles. It might have been a streambed, though no water flows here now.

The dwarves diverted the stream into the channel leading to area 12 to drive the waterwheel in the smelter. Then the earthquakes that rocked Wave Echo Cave during the final spell battle of the orc invasion collapsed the floor in area 18, diverting the stream once again. The old streambed remains as a usable passage that circumvents the undead in area 12, although Nezznar has not yet discovered this.

18. Collapsed Cavern

Nezznar's servants occupy this cavern, guarding against undead incursions and carefully sifting through the rubble. The Black Spider's divinations suggest that some valuable treasure is hidden at the bottom of the rift that was created when this area was destroyed.

A wide rift fills the eastern half of this cavern. A stream pours out of the west wall, then tumbles down into the rift and flows out again to the north. Several ropes are secured to iron stakes along on the western edge of the rift, leading down to the chasm floor.

Three **bugbears** are stationed here. Two of them are clearing rock on the rift floor while one more stands guard in the western half of the cavern. A **doppelganger** named Vhalak supervises the operation in the guise of a male drow. If a fight breaks out in the main cavern, the two bugbears in the rift climb up the ropes to join the fray.

Rift. The rift is 20 feet deep. Climbing up or down without using a rope requires a successful DC 10 Strength (Athletics) check. A creature that fails the check by 5 or more falls and takes 1d6 bludgeoning damage per 10 feet fallen, landing prone at the bottom.

Developments

If two or more bugbears are killed, the doppelganger tries to retreat to area 19 to warn Nezznar.

Treasure

Nezznar's divinations are accurate. Buried under heavy rubble at the bottom of the rift is the crushed skeleton of a dwarf wearing *gauntlets of ogre power*. The remains are hidden from view but can be found with a successful DC 20 Wisdom (Perception) check. Each character searching can attempt one check per hour.

19. Temple of Dumathoin

Nezznar uses this room as his headquarters while he explores the mines and searches for the Forge of Spells.

Six cracked marble pillars line the walls of this hall, at the north end of which stands a nine-foot-tall statue of a dwarf seated on a throne, a mighty stone warhammer across his lap. Large emeralds gleam in the statue's eyes.

The dust and debris covering the floor has been swept to one side, and a campsite of sorts now spreads in front of the statue. Half a dozen bedrolls and packs are neatly arranged around a rough-built fire pit. A wooden table stands on the west side of the room between two pillars.

If the room's occupants are not aware of the characters as they enter, add the following:

Two bugbears stand by the table, flanking a dark elf dressed in black leather armor and robes. He clutches a black staff with a carved spider at the top and frowns as he sees you. "It seems that I must deal with you myself. A pity it must end this way."

Nezznar the Black Spider is joined by four **giant spiders** that defend their master to the death. If they are expecting trouble, the spiders hide behind pillars, and Nezznar casts *invisibility* on himself and stands near the table. Make a Dexterity (Stealth) check for the spiders. When intruders appear, the spiders try to entangle them in webs before closing to melee range. Nezznar joins the fray on the round after the spiders attack.

If the **doppelganger** from area 18 retreated to this area, it assumes the guise of Nundro Rockseeker so that Nezznar can use the "dwarf" as leverage to force the party's surrender (although the drow won't actually harm the doppelganger). See the "Roleplaying Nezznar" section for more information on the drow villain.

Statue. The statue depicts Dumathoin, the dwarven god of mining. Any character who has proficiency in Religion recognizes the deity. The statue is beautifully carved, and its emerald eyes appear extremely valuable. However, the jewels are clever fakes made of worthless glass, as close inspection and a successful DC 15 Intelligence (Investigation) check reveals. Nevertheless, a powerful spell protects them, and a *detect magic* spell reveals a strong aura of abjuration magic surrounding the statue.

A character can climb the statue easily and pry a jewel loose with a successful DC 10 Strength check. However, if either eye is removed, the pillars that line the walls crack, triggering a ceiling collapse. Each creature in the room must make a DC 15 Dexterity saving throw, taking 4d10



Nezznar the Black Spider

bludgeoning damage from falling rubble and falling prone on a failure, or taking only half the damage on a success.

Table. The table is strewn with notes and maps showing Nezznar's efforts at exploring the mine so far. A black leather sack of treasure is amid the papers (see the "Treasure" section).

Roleplaying Nezznar

Even though he intends to kill the characters, Nezznar is curious about them. Given the chance, he quizzes the characters at length regarding their identities, allegiances, interests, and goals,. He files it all away in memory in the hope that someday he might find a use for what he learns.

Nezznar admits to being the Black Spider, and to using the Cragmaw goblins and the Redbrands to ensure that Wave Echo Cave remains his secret. He will say or do anything to put the characters off their guard, including promising to surrender or proposing cooperation against the monsters impeding his progress toward reaching the Forge of Spells. However, he betrays the characters as soon as they outlive their usefulness.

Developments

The creatures in area 18 can hear sounds of combat in this room. If they haven't already been dealt with, they arrive after 3 rounds and act immediately after Nezznar's giant spiders in the initiative count.

If the characters capture Nezznar and deliver him to the townmaster's hall in Phandalin, the drow is locked up until Sildar Hallwinter or another representative of the Lords' Alliance can escort him to Neverwinter to face justice and interrogation. However, unless the characters post guards outside Nezznar's cell, Halia Thornton (see page 17) breaks him out of jail, smuggles him out of Phandalin, and delivers him into the waiting arms of the Zhentarim. The Zhents want to learn everything the Black Spider knows about Wave Echo Cave. What happens to Nezznar at that point is up to you.

Treasure

Nezznar carries a *potion of healing* and a *spider staff*. In addition, the drow carries an iron key with a head shaped like an anvil. This key unlocks the door to area 20.

Nezznar's exploration of Wave Echo Cave has yielded some treasure, which the drow keeps in the sack on the wooden table. The sack contains 190 ep, 130 gp, 15 pp, nine small gemstones (10 gp each), and a dwarven ale mug made of hammered electrum (100 gp).

Awarding Experience Points

If Nezznar is captured alive and delivered to Sildar Hallwinter or Townmaster Wester in Phandalin, award the party double his XP value.

20. Priests' Quarters

The door to this room is locked, requiring thieves' tools and a successful DC 15 Dexterity check to open. Nezznar (area 19) carries the key.

Unless the characters are being stealthy, any activity at the door attracts the attention of Nezznar and his allies in area 19, prompting the drow to send his giant spiders to investigate.

> Dusty draperies adorn the walls of this room, which also contains a bed and brazier. A badly disheveled dwarf lies bound and unconscious on the cold stone floor.

This room formerly belonged to the priest in charge of Dumathoin's temple (area 19), but Nezznar has appropriated it for use as a cell. The figure lying on the floor is Nundro, a dwarf **commoner** and the youngest of the three Rockseeker brothers. Nezznar spared him because he thought the dwarf might know more about the mine than he admitted. The drow has interrogated Nundro harshly once or twice a day ever since capturing him.

Developments

Nundro is grateful if the adventurers rescue him, and he offers to tag along for the duration of their stay in Wave Echo Cave. Nundro doesn't know any more about the layout than the characters, so he hasn't much to offer in the way of useful information. See the "NPC Party Members" sidebar (page 11) for tips on running Nundro.

If the characters deal with Nezznar and his minions, this area serves as a safe and comfortable place to rest before continuing their explorations of the mine.

Awarding Experience Points

If Nundro is rescued and survives the adventure, divide 200 XP equally among the characters in the party.

Conclusion

With hard work and a little luck, the adventurers have defeated the Black Spider and undone his destructive plots, cleared Phandalin of the ruffians who threatened its people, and reclaimed the lost mine of Wave Echo Cave. Their deeds will be long remembered in this corner of the Sword Coast. In years to come, the restored mines of the Phandelver's Pact will bring great riches to Phandalin and help establish peace and prosperity in the area.

Gundren and Nundro Rockseeker take over administration of the new mine. For the adventurers' service to their family, they gladly award the party a 10 percent share of the mine's profits. If the characters want to remain in Phandalin and perhaps restore Tresendar Manor or establish homes of their own, the people of the area are glad to have them stay. Even if they choose to move on in search of new adventures, they'll always have a warm welcome in Phandalin.

By the end of the adventure, the characters should be 5th level. If your players wish to continue playing their characters, you can use the contents of this set to create your own adventures; the mysterious map found in area 14 of Wave Echo Cave provides one possible adventure hook, but feel free to explore other ideas using the monsters, magic items, and locations in this adventure. If you want to create adventures for characters higher than 5th level, you'll need the basic rules online or the advanced rulebooks: the *Player's Handbook*, *Dungeon Master's Guide*, and *Monster Manual*.



Appendix A: Magic Items

Every adventure holds the promise—but not a guarantee—of finding one or more magic items. *Lost Mine of Phandelver* contains an assortment of magic items that hints at the wider variety of magic items waiting to be found in the worlds of D&D. See the *Dungeon Master's Guide* for many more items.

Using a Magic Item

A magic item's description explains how the item works. Handling a magic item is enough to give a character a sense that something is extraordinary about the item. Casting the *identify* spell on the item then reveals its properties. Alternatively, a character can concentrate on the item during a short rest, while being in physical contact with the item. At the end of the rest, the character learns the item's properties. Potions are an exception; a little taste is enough to tell the taster what the potion does.

Certain magic items require a user to **attune** to them before their magical properties can be used. Attuning to a magic item requires that you spend a short rest concentrating on it (this can't be the same short rest used to learn an item's properties). Depending on the nature of the item, this concentration can take the form of prayers, weapon practice, or meditation. In any case, the concentration period must be uninterrupted. Once you are attuned to an item, you can use its magical properties.

An item can be attuned to only one creature at a time. A creature can be attuned to no more than three magic items at any given time, and you can attune yourself to only one item during a short rest.

Your attunement to an item ends when the item has been more than 100 feet away from you for 24 hours and when you die. You can also voluntarily end your attunement to an item with another short rest.

Item Descriptions

+1 Armor

The most basic form of magic armor is a superb product of physical and magical craft. You have a +1 bonus to your Armor Class while wearing this armor.

A suit of *+1 armor* never rusts or deteriorates, and it magically resizes to fit its wearer.

+1 Weapon

Magic weapons are unmistakably finer in quality than their ordinary counterparts. You have a +1 bonus to the attack rolls and damage rolls you make with this weapon.

Some *+1 weapons* (swords in particular) have additional properties, such as shedding light.

Boots of Striding and Springing

Your speed while you wear these boots becomes 30 feet, unless your walking speed is higher, and your speed is not reduced if you are encumbered or wearing heavy armor. In addition, whenever you jump, you can jump three times the normal distance.

Gauntlets of Ogre Power

While you wear these gauntlets, your Strength becomes 19. If your Strength is already 19 or higher, the gauntlets have no effect on you.

Potion of Flying

This potion gives you a flying speed equal to your walking speed for 1 hour. If the potion wears off while you're flying and nothing else is holding you aloft, you must use your movement to descend. If you fail to land before 1 minute passes, you fall.



Potion of Healing
When you drink this potion, you regain 2d4 + 2 hit points.

Potion of Invisibility
When you drink this potion, you—along with the clothing, armor, weapons, and other equipment on your person—become invisible for 1 hour. The invisibility ends if you attack or cast a spell.

Potion of Vitality
Drinking this potion removes any exhaustion you are suffering, cures any disease or poison affecting you, and maximizes the effect of any Hit Die you spend to regain hit points within the next 24 hours.

Ring of Protection
While you are wearing this ring and are attuned to it, you have a +1 bonus to your Armor Class and saving throws.

Spell Scroll
A *spell scroll* bears the words of a single spell, written in a mystical cipher. If the spell is on your class's spell list, you can use an action to read the scroll and cast its spell without having to provide any of the spell's components. Otherwise, the scroll is unintelligible.

If the spell is on your class's spell list but of a higher level than you can normally cast, you must make an ability check using your spellcasting ability to determine whether you cast it successfully. The DC equals 10 + the spell's level. On a failed check, the spell disappears from the scroll with no other effect.

Once the spell is cast, the words on the scroll fade, and the scroll itself crumbles to dust.



Spider Staff
The top of this black, adamantine staff is shaped like a spider. The staff weighs 6 pounds. You must be attuned to the staff to gain its benefits and cast its spells.

The staff can be wielded as a quarterstaff. It deals 1d6 extra poison damage on a hit when used to make a weapon attack.

The staff has 10 charges, which are used to fuel the spells within it. With the staff in hand, you can use your action to cast one of the following spells from the staff if the spell is on your class's spell list: *spider climb* (1 charge) or *web* (2 charges, spell save DC 15). No components are required.

The staff regains 1d6 + 4 expended charges each day at dusk. If you expend the staff's last charge, roll a d20. On a 1, the staff crumbles to dust and is destroyed.

Staff of Defense
This slender, hollow staff is made of glass yet is as strong as oak. It weighs 3 pounds. You must be attuned to the staff to gain its benefits and cast its spells.

While holding the staff, you have a +1 bonus to your Armor Class.

The staff has 10 charges, which are used to fuel the spells within it. With the staff in hand, you can use your action to cast one of the following spells from the staff if the spell is on your class's spell list: *mage armor* (1 charge) or *shield* (2 charges). No components are required.

The staff regains 1d6 + 4 expended charges each day at dawn. If you expend the staff's last charge, roll a d20. On a 1, the staff shatters and is destroyed.

Wand of Magic Missiles
This wand has 7 charges. With the wand in hand, you can use your action to fire the *magic missile* spell from the wand—no components required—and expend 1 to 3 of the wand's charges. For each charge you expend beyond 1, the spell's level increases by 1. You can use this wand even if you are incapable of casting spells.

The wand regains 1d6 + 1 expended charges each day at dawn. If you expend the wand's last charge, roll a d20. On a 1, the wand crumbles into ash and is destroyed.



Appendix B: Monsters

This section contains stat blocks and short descriptions for the creatures that appear in *Lost Mine of Phandelver.*

Statistics

A creature's stat block provides the essential information that you, as the DM, need to run the creature.

Size

Each creature takes up a different amount of space. The Size Categories table shows how much space a creature of a particular size controls in combat. Objects sometimes use the same size categories.

Size Categories

Size	Space
Tiny	2½ by 2½ ft.
Small	5 by 5 ft.
Medium	5 by 5 ft.
Large	10 by 10 ft.

Space

A creature's space is the area in feet that it effectively controls in combat, not an expression of its physical dimensions. A typical Medium creature isn't 5 feet wide, for example, but it does control a space that wide. If a Medium hobgoblin stands in a 5-foot-wide doorway, other creatures can't get through unless the hobgoblin lets them.

Squeezing into a Smaller Space

A creature can squeeze through a space large enough for a creature one size smaller than itself. When squeezing through such a space, the creature's speed is halved. While squeezing, a creature has disadvantage on attack rolls and Dexterity saving throws, and attack rolls against it have advantage.

Type

A creature's type speaks to its fundamental nature. The following types of monsters can be encountered in this adventure.

Aberrations. Utterly alien beings that have no place in the natural world.

Beasts. Nonhumanoid creatures that, like real-world animals, are a normal part of the world's ecology.

Dragons. Large, winged, reptilian creatures of ancient origin and tremendous power.

Giants. Humanoid-like creatures that tower over humans and their kin.

Humanoids. Bipedal peoples of the civilized and savage world, including humans and a tremendous variety of other races, including dwarves and elves.

Monstrosities. Frightening creatures that sometimes resemble beasts but that are often touched by magic and almost never benign.

Oozes. Gelatinous creatures that generally have no fixed shape. They are mostly subterranean, dwelling in caves and dungeons.

Plants. Plant creatures, as opposed to ordinary plants, have some degree of sentience and mobility.

Undead. Once-living creatures brought to a horrifying state of undeath through the practice of necromantic magic or some unholy curse.

Tags

A creature might have one or more tags appended to its type, in parentheses. For example, an orc has the humanoid (orc) type. These parenthetical tags provide an additional layer of categorization for certain monsters, but they have no bearing on how a monster is used in combat.

Alignment

A creature's alignment provides a clue to its disposition. For example, a chaotic evil creature might be difficult to reason with and might attack characters on sight, whereas a neutral creature might be willing to negotiate. Alignment indicates whether a creature leans toward law or chaos and good or evil or whether a creature is neutral.

Any Alignment. Some creatures, such as the warrior, can have any alignment. In other words, you choose the creature's alignment. Depending on the creature, its alignment entry might indicate a tendency or aversion toward law, chaos, good, or evil.

Unaligned. Many creatures of low intelligence have no comprehension of law or chaos, good or evil. They don't make moral or ethical choices, but rather act on instinct. These creatures are unaligned, which means they don't have an alignment.

Armor Class

A creature that wears armor or carries a shield has an AC that takes its armor, shield, and Dexterity into account. Otherwise, a creature's AC is based on its Dexterity modifier and any natural armor or supernatural resilience it might possess.

If a creature wears armor or carries a shield, the kind of armor it wears or shield it carries is noted in parentheses after its AC value.

Hit Points

A creature usually dies or is destroyed when its hit points drop to 0. For more on hit points, see the rulebook.

Speed

A creature's speed tells you how far it can move on its turn. For more information on speed, see the rulebook.

All creatures have a walking speed; creatures that have no form of ground-based locomotion have a speed of 0 feet.

Many of the creatures herein have one or more additional movement modes.

Climb. A creature that has a climbing speed can use all or part of its movement to move on vertical surfaces. The creature doesn't need to spend extra movement to climb.

Fly. A creature that has a flying speed can use all or part of its movement to fly. If the creature is incapacitated or knocked prone while flying, it falls unless it can hover.

Swim. A creature that has a swimming speed doesn't need to spend extra movement to swim.

Ability Scores

Every creature has six ability scores (Strength, Dexterity, Constitution, Intelligence, Wisdom, and Charisma) and corresponding modifiers. For more information on ability scores and how they're used in play, see the rulebook.

Saving Throws

The Saving Throws entry is reserved for creatures that are particularly adept at resisting certain kinds of effects.

Skills

The Skills entry is reserved for creatures that are proficient in one or more skills. For example, a creature that is very perceptive and stealthy might have higher-than-normal bonuses to Wisdom (Perception) and Dexterity (Stealth) checks.

Skills in a monster's stat block are shown with the total modifier—the monster's ability modifier plus its proficiency bonus. If a monster's stat block says "Stealth +6," roll a d20 and add 6 when the monster makes an ability check using Stealth.

Armor, Weapon, and Tool Proficiencies

Assume that a creature is proficient with its armor, weapons, and tools. If you swap out a creature's armor and weapons, you must decide whether the creature is proficient with its new equipment. See the rulebook for what happens when you use these items without proficiency.

Vulnerabilities, Resistances, and Immunities

Some creatures have vulnerability, resistance, or immunity to certain types of damage. Additionally, some creatures are immune to certain conditions and other game effects. These immunities are also noted here.

Senses

The Senses entry notes a creature's passive Wisdom (Perception) score, as well as any special senses the creature might have, such as the following senses.

Blindsight. A creature with blindsight can perceive its surroundings without having to rely on sight, within a specific radius.

Darkvision. A creature with darkvision can see in the dark within a specific radius. The creature can see in dim light within the radius as if it were bright light, and in darkness as if it were dim light. The creature can't discern color in darkness, only shades of gray.

Truesight. A creature with truesight can see in normal and magical darkness, see invisible creatures and objects, automatically detect visual illusions and succeed on saving throws against them, and perceive the original form of a shapechanger or a creature that is transformed by magic. Furthermore, the creature can see into the Ethereal Plane.

Languages

The languages that a creature can speak are listed in alphabetical order. Sometimes a creature can understand a language but not speak it, and this is noted in its entry.

Challenge

An appropriately equipped and well-rested party of four adventurers should be able to defeat a creature that has a challenge rating equal to their level without suffering any casualties.

Monsters that are significantly weaker than 1st-level characters have challenge ratings lower than 1.

Experience Points (XP)

The number of experience points a creature is worth is based on its Challenge. Typically, XP is awarded for defeating the monster.

Traits

Traits are special characteristics of the creature that are likely to be relevant in a combat encounter.

Actions

When a creature takes its action, it can choose from the options in the "Actions" section of its stat block. The rulebook describes other actions available to all creatures.

Melee and Ranged Attacks

The most common actions that a creature will take in combat are melee and ranged attacks. These can be spell attacks or weapon attacks, where the "weapon" might be a manufactured item or a natural weapon, such as a claw.

Hit. Any damage or other effects that occur as a result of an attack hitting a target are described here. As the DM, you have the option of taking average damage or rolling the damage; for this reason, both the average damage and the die expression are presented. For example, a monster might deal 4 (1d8) slashing damage with its longsword. That notation means you can have the monster deal 4 damage or you can roll 1d8 to determine the damage.

Reactions

If a creature can do something unusual with its reaction, that information is contained here. Most creatures do not have special reactions, in which case this section is absent. Reactions are explained in the rulebook.

Limited Usage

Some special abilities—whether they are traits, actions, or reactions—have restrictions on the number of times they can be used.

X/Day. The notation "X/Day" means a special ability can be used a certain number of times and that a monster must finish a long rest to regain expended uses. For example, "1/Day" means a special ability can be used once and that the monster must finish a long rest to use it again.

Recharge X–Y. The notation "Recharge X–Y" means a monster can use a special ability once and that the ability then has a random chance of recharging during each subsequent round of combat. At the start of each of the monster's turns, roll a d6. If the roll is one of the numbers in the recharge notation, the monster regains the use of the special ability. The ability also recharges when the monster finishes a short or long rest.

For example, "Recharge 6" means a monster can use the special ability once. Then, at the start of the monster's turn, it regains the use of that ability if it rolls a 6 on a d6.

Monster Descriptions

The monsters appearing in the adventure are presented in this section in alphabetical order.

Bugbear

Medium humanoid (goblinoid), chaotic evil

Armor Class 16 (hide armor, shield)
Hit Points 27 (5d8 + 5)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	14 (+2)	13 (+1)	8 (–1)	11 (+0)	9 (–1)

Skills Stealth +6, Survival +2
Senses darkvision 60 ft., passive Perception 10
Languages Common, Goblin
Challenge 1 (200 XP)

Brute. When the bugbear hits with a melee weapon attack, the attack deals one extra die of the weapon's damage to the target (included below).

Surprise Attack. If the bugbear 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

Morningstar. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 11 (2d8 + 2) piercing damage.

Javelin. *Melee or Ranged Weapon Attack:* +4 to hit, reach 5 ft. or range 30 ft./120 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage, or 9 (2d6 + 2) piercing damage in melee.

Bugbears are cruel and unruly humanoids that live to bully the weak and dislike being bossed around. Despite their intimidating builds, bugbears move with surprising stealth and are fond of setting ambushes.



Bugbear

Commoner

Medium humanoid (any race), any alignment

Armor Class 10
Hit Points 4 (1d8)
Speed 30 ft.

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

Senses passive Perception 10
Languages any one (usually Common)
Challenge 0 (10 XP)

Actions

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

Commoners include peasants and serfs, slaves and servants, pilgrims, merchants, artisans, and hermits.

Cultist

Medium humanoid (any race), any nongood alignment

Armor Class 12 (leather armor)
Hit Points 9 (2d8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	12 (+1)	10 (+0)	10 (+0)	11 (+0)	10 (+0)

Skills Deception +2, Religion +2
Senses passive Perception 10
Languages any one (usually Common)
Challenge 1/8 (25 XP)

Devotion. The cultist has advantage on saving throws against being charmed or frightened.

Actions

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

Cultists swear allegiance to dark powers. They conceal their activities to avoid being ostracized, imprisoned, or executed for their beliefs.

Doppelganger

Medium monstrosity (shapechanger), neutral

Armor Class 14
Hit Points 52 (8d8 + 16)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
11 (+0)	18 (+4)	14 (+2)	11 (+0)	12 (+1)	14 (+2)

Skills Deception +6, Insight +3
Condition Immunities charmed
Senses darkvision 60 ft., passive Perception 11
Languages Common
Challenge 3 (700 XP)

Shapechanger. The doppelganger can use its action to polymorph into a Small or Medium humanoid it has seen, or back into its natural form. Its statistics, other than its size, are the same in each form. Its equipment is not transformed. If slain, the doppelganger reverts to its natural form.

Ambusher. The doppelganger has advantage on attack rolls against any creature it has surprised.

Surprise Attack. If the doppelganger surprises a creature and hits it with an attack during the first round of combat, the target takes an extra 10 (3d6) damage from the attack.

Actions

Multiattack. The doppelganger makes two melee attacks.

Slam. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 7 (1d6 + 4) bludgeoning damage.

Read Thoughts. The doppelganger magically reads the surface thoughts of one creature within 60 feet of it. The effect can penetrate barriers, but 3 feet of wood or dirt, 2 feet of stone, 2 inches of metal, or a thin sheet of lead blocks it. While the target is within range, the doppelganger can continue reading its thoughts as long as the doppelganger's concentration isn't broken. While reading the target's mind, the doppelganger has advantage on Wisdom (Insight) and Charisma (Deception, Intimidation, and Persuasion) checks against the target.

Doppelgangers take on the appearance of other humanoids, throwing off pursuit or luring victims to their doom with misdirection and disguise.

Evil Mage

Medium humanoid (human), lawful evil

Armor Class 12
Hit Points 22 (5d8)
Speed 30 ft.

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

Saving Throws Int +5, Wis +3
Skills Arcana +5, History +5
Senses passive Perception 11
Languages Common, Draconic, Dwarvish, Elvish
Challenge 1 (200 XP)

Spellcasting. The mage is a 4th-level spellcaster that uses Intelligence as its spellcasting ability (spell save DC 13; +5 to hit with spell attacks). The mage knows the following spells from the wizard's spell list:

- Cantrips (at will): *light, mage hand, shocking grasp*
- 1st Level (4 slots): *charm person, magic missile*
- 2nd Level (3 slots): *hold person, misty step*

Actions

Quarterstaff. *Melee Weapon Attack:* +1 to hit, reach 5 ft., one target. *Hit:* 3 (1d8 – 1) bludgeoning damage.



Doppelganger

Evil mages hunger for arcane power and dwell in isolated places, where they can perform terrible magical experiments without interference.

Flameskull

Tiny undead, neutral evil

Armor Class 13
Hit Points 40 (9d4 + 18)
Speed 0 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
1 (–5)	17 (+3)	14 (+2)	16 (+3)	10 (+0)	11 (+0)

Skills Arcana +5, Perception +2
Damage Resistances lightning, necrotic, piercing
Damage Immunities cold, fire, poison
Condition Immunities charmed, frightened, paralyzed, poisoned
Senses darkvision 60 ft., passive Perception 12
Languages Common
Challenge 4 (1,100 XP)

Illumination. The flameskull sheds either dim light in a 15-foot radius, or bright light in a 15-foot radius and dim light for an additional 15 feet. It can switch between the options as an action.

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

Rejuvenation. If the flameskull is destroyed, it regains all its hit points in 1 hour unless holy water is sprinkled on its remains or a *dispel magic* or *remove curse* spell is cast on them.

Spellcasting. The flameskull is a 5th-level spellcaster that uses Intelligence as its spellcasting ability (spell save DC 13, +5 to hit with spell attacks). It needs only verbal components to cast its spells. The flameskull knows the following spells from the wizard's spell list:

- Cantrip (at will): *mage hand*
- 1st level (3 slots): *magic missile, shield*
- 2nd level (2 slots): *blur, flaming sphere*
- 3rd level (1 slot): *fireball*

Actions

Multiattack. The flameskull makes two attacks with its Fire Ray.

Fire Ray. *Ranged Spell Attack:* +5 to hit, range 30 ft., one target. *Hit:* 10 (3d6) fire damage.

Spellcasters fashion flameskulls from the remains of dead wizards. When the ritual is complete, green flames erupt from the skull to complete its ghastly transformation.

Ghoul

Medium undead, chaotic evil

Armor Class 12
Hit Points 22 (5d8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	15 (+2)	10 (+0)	7 (–2)	10 (+0)	6 (–2)

Damage Immunities poison
Condition Immunities charmed, poisoned
Senses darkvision 60 ft., passive Perception 10
Languages Common
Challenge 1 (200 XP)

Actions

Bite. *Melee Weapon Attack:* +2 to hit, reach 5 ft., one target. *Hit:* 9 (2d6 + 2) piercing damage.

Claws. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 7 (2d4 + 2) slashing damage. If the target is a creature other than an elf or undead, it must succeed on a DC 10 Constitution saving throw or be paralyzed for 1 minute. The creature can repeat the saving throw at the end of each of its turns, ending the effect early on a success.

Ghouls roam the night in packs, driven by an insatiable hunger for humanoid flesh. Like maggots or carrion beetles, they thrive in places rank with decay and death.

Giant Spider

Large beast, unaligned

Armor Class 14 (natural armor)
Hit Points 26 (4d10 + 4)
Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	16 (+3)	12 (+1)	2 (–4)	11 (+0)	4 (–3)

Skills Stealth +7
Senses blindsight 10 ft., darkvision 60 ft., passive Perception 10
Languages —
Challenge 1 (200 XP)

Spider Climb. The spider can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Web Sense. While in contact with a web, the spider knows the exact location of any other creature in contact with the same web.

Web Walker. The spider ignores movement restrictions caused by webbing of any sort.

Actions

Bite. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 7 (1d8 + 3) piercing damage, and the target must make a DC 11 Constitution saving throw, taking 9 (2d8) poison damage on a failed save, or half as much damage on a successful one. If the poison reduces the target to 0 hit points, the target is stable but poisoned for 1 hour, and paralyzed while poisoned in this way.

Web (Recharge 5–6). *Ranged Weapon Attack:* +5 to hit, range 30 ft./60 ft., one creature. *Hit:* The target is restrained by webbing. As an action, the restrained target can make a DC 12 Strength check, bursting the webbing on a success. The webbing can also be attacked and destroyed (AC 10; hp 5; vulnerable to fire damage; immune to bludgeoning, poison, and psychic damage).

Usually found underground, the lair of a giant spider is often festooned with webs holding helpless victims.

Goblin

Small humanoid (goblinoid), neutral evil

Armor Class 15 (leather armor, shield)
Hit Points 7 (2d6)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
8 (–1)	14 (+2)	10 (+0)	10 (+0)	8 (–1)	8 (–1)

Skills Stealth +6
Senses darkvision 60 ft., passive Perception 9
Languages Common, Goblin
Challenge 1/4 (50 XP)

Nimble Escape. The goblin can take the Disengage or Hide action as a bonus action on each of its turns.

Actions

Scimitar. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) slashing damage.

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

Goblins are black-hearted, gather in overwhelming numbers, and crave power, which they abuse.

Grick

Medium monstrosity, neutral

Armor Class 14 (natural armor)
Hit Points 27 (6d8)
Speed 30 ft., climb 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	14 (+2)	11 (+0)	3 (–4)	14 (+2)	5 (–3)

Damage Resistances bludgeoning, piercing, and slashing damage from nonmagical weapons
Senses darkvision 60 ft., passive Perception 12
Languages —
Challenge 2 (450 XP)

Stone Camouflage. The grick has advantage on its Dexterity (Stealth) check when it attempts to hide in rocky terrain.

Actions

Multiattack. The grick makes one attack with its tentacles. If that attack hits, the grick can make one beak attack against the same target.

Tentacles. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 9 (2d6 + 2) slashing damage.

Beak. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage.

The wormlike grick blends in with the stonework of its lair. Only when prey comes near does it rear up, its four tentacles unfurling to reveal a hungry, snapping beak.

Hobgoblin

Medium humanoid (goblinoid), lawful evil

Armor Class 18 (chain mail, shield)
Hit Points 11 (2d8 + 2)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	12 (+1)	12 (+1)	10 (+0)	10 (+0)	9 (–1)

Senses darkvision 60 ft., passive Perception 10
Languages Common, Goblin
Challenge 1/2 (100 XP)

Martial Advantage. Once per turn, the hobgoblin can deal an extra 7 (2d6) damage to a creature it hits with a weapon attack if that creature is within 5 feet of an ally of the hobgoblin that isn't incapacitated.

Actions

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

Longbow. *Melee or Ranged Weapon Attack:* +3 to hit, range 150 ft./600 ft., one target. *Hit:* 5 (1d8 + 1) piercing damage.

Hobgoblins are cunning, disciplined warriors who crave conquest. They impose a strict military hierarchy and are often found in the company of goblins and bugbears.

Mormesk the Wraith

Medium undead, neutral evil

Armor Class 13
Hit Points 45 (6d8 + 18)
Speed 0 ft., fly 60 ft.

STR	DEX	CON	INT	WIS	CHA
6 (–2)	16 (+3)	16 (+3)	12 (+1)	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 3 (700 XP)

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

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

Actions

Life Drain. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 16 (3d8 + 3) necrotic damage, and the target must succeed on a DC 13 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.

A wraith is the incorporeal remnant of a particularly hateful being. Most wraiths can transform those they have slain into spectral undead servitors. Mormesk chooses not to, preferring to let the dead stay dead.

Nezznar the Black Spider

Medium humanoid (elf), neutral evil

Armor Class 11 (14 with *mage armor*)
Hit Points 27 (6d8)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
9 (–1)	13 (+1)	10 (+0)	16 (+3)	14 (+2)	13 (+1)

Saving Throws Int +5, Wis +4
Skills Arcana +5, Perception +4, Stealth +3
Senses darkvision 120 ft., passive Perception 14
Languages Elvish, Undercommon
Challenge 2 (450 XP)

Special Equipment. Nezznar has a *spider staff.*

Fey Ancestry. Nezznar has advantage on saving throws against being charmed, and magic can't put him to sleep.

Sunlight Sensitivity. Nezznar has disadvantage on attack rolls when he or his target is in sunlight.

Innate Spellcasting. Nezznar can innately cast the following spells, requiring no material components:

- At will: *dancing lights*
- 1/day each: *darkness, faerie fire* (save DC 12)

Spellcasting. Nezznar is a 4th-level spellcaster that uses Intelligence as his spellcasting ability (spell save DC 13; +5 to hit with spell attacks). Nezznar has the following spells prepared from the wizard's spell list:

- Cantrips (at will): *mage hand, ray of frost, shocking grasp*
- 1st Level (4 slots): *mage armor, magic missile, shield*
- 2nd Level (3 slots): *invisibility, suggestion*

Actions

Spider Staff. *Melee Weapon Attack:* +1 to hit, reach 5 ft., one target. *Hit:* 2 (1d6 – 1) bludgeoning damage plus 3 (1d6) poison damage.

Drow (dark elves) are a devious, scheming subterranean race that worships Lolth, the Demon Queen of Spiders. Drow society is strictly matriarchal. Male drow are relegated to servitor roles, and while most train as warriors, a few, such as Nezznar, become skilled wizards.

Nothic

Medium aberration, neutral evil

Armor Class 15 (natural armor)
Hit Points 45 (6d8 + 18)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
14 (+2)	16 (+3)	16 (+3)	13 (+1)	10 (+0)	8 (–1)

Skills Arcana +3, Insight +4, Perception +2, Stealth +5
Senses truesight 120 ft., passive Perception 12
Languages Undercommon
Challenge 2 (450 XP)

Keen Sight. The nothic has advantage on Wisdom (Perception) checks that rely on sight.

Actions

Multiattack. The nothic makes two attacks with its claws.

Claws. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 6 (1d6 + 3) slashing damage.

Rotting Gaze. The nothic chooses one creature within 30 feet of it that it can see. The target must succeed on a DC 12 Constitution saving throw against this magic or take 10 (3d6) necrotic damage.

Weird Insight. The nothic chooses one creature within 30 feet of it that it can see. The target must contest its Charisma (Deception) check against the nothic's Wisdom (Insight) check. If the nothic wins, it magically learns one fact or secret about the creature.

Nothics were once wizards who dared to unlock magical secrets they couldn't fathom. Though gifted with strange cosmic insight that allows them to extract knowledge from other creatures, nothics are no longer the wizards they once were and have no memories of their previous lives.



Ogre

Ochre Jelly

Large ooze, unaligned

Armor Class 8
Hit Points 45 (6d10 + 12)
Speed 10 ft., climb 10 ft.

STR	DEX	CON	INT	WIS	CHA
15 (+2)	6 (–2)	14 (+2)	2 (–4)	6 (–2)	1 (–5)

Damage Resistances acid
Damage Immunities lightning, slashing
Condition Immunities blinded, charmed, deafened, frightened, prone
Senses blindsight 60 ft. (blind beyond this radius), passive Perception 8
Languages —
Challenge 2 (450 XP)

Amorphous. The jelly can move through a space as narrow as 1 inch wide without squeezing.

Spider Climb. The jelly can climb difficult surfaces, including upside down on ceilings, without needing to make an ability check.

Actions

Pseudopod. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 9 (2d6 + 2) bludgeoning damage plus 3 (1d6) acid damage.

Reactions

Split. When a jelly that is Medium or larger is subjected to lightning or slashing damage, it splits into two new jellies if it has at least 10 hit points. Each new jelly has hit points equal to half the original jelly's, rounded down. New jellies are one size smaller than the original jelly.

Ochre jellies stalk and consume organic creatures, and they have enough bestial cunning to avoid large groups.

Ogre

Large giant, chaotic evil

Armor Class 11 (hide armor)
Hit Points 59 (7d10 + 21)
Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	8 (–1)	16 (+3)	5 (–3)	7 (–2)	7 (–2)

Senses darkvision 60 ft., passive Perception 8
Languages Common, Giant
Challenge 2 (450 XP)

Actions

Greatclub. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 13 (2d8 + 4) bludgeoning damage.

Javelin. *Melee or Ranged Weapon Attack:* +6 to hit, reach 5 ft. or range 30 ft./120 ft., one target. *Hit:* 11 (2d6 + 4) piercing damage.

Ogres are lazy, angry, ten-foot-tall giants that live by raiding and scavenging.

Orc

Medium humanoid (orc), chaotic evil

Armor Class 13 (hide armor)
Hit Points 15 (2d8 + 6)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
16 (+3)	12 (+1)	16 (+3)	7 (–2)	11 (+0)	10 (+0)

Skills Intimidation +2
Senses darkvision 60 ft., passive Perception 10
Languages Common, Orc
Challenge 1/2 (100 XP)

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

Actions

Greataxe. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one target. *Hit:* 9 (1d12 + 3) slashing damage.

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

Orcs are renowned for their barbarism. They have stooped postures, low foreheads, and piglike faces with prominent lower canines that resemble a boar's tusks.

Owlbear

Large monstrosity, unaligned

Armor Class 13 (natural armor)
Hit Points 59 (7d10 + 21)
Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
20 (+5)	12 (+1)	17 (+3)	3 (–4)	12 (+1)	7 (–2)

Skills Perception +3
Senses darkvision 60 ft., passive Perception 13
Languages —
Challenge 3 (700 XP)

Keen Sight and Smell. The owlbear has advantage on Wisdom (Perception) checks that rely on sight or smell.

Actions

Multiattack. The owlbear makes two attacks, one with its beak and one with its claws.

Beak. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 10 (1d10 + 5) piercing damage.

Claws. *Melee Weapon Attack:* +7 to hit, reach 5 ft., one target. *Hit:* 14 (2d8 + 5) slashing damage.

The owlbear's reputation for ferocity, stubbornness, and sheer ill temper makes it one of the most feared predators of the wild. There is little, if anything, that a hungry owlbear fears.

Redbrand Ruffian

Medium humanoid (human), neutral evil

Armor Class 14 (studded leather armor)
Hit Points 16 (3d8 + 3)
Speed 30 ft.

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

Skills Intimidation +2
Senses passive Perception 9
Languages Common
Challenge 1/2 (100 XP)

Actions

Multiattack. The ruffian makes two melee attacks.

Shortsword. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage.

Redbrand ruffians are petty thugs and ruthless enforcers skilled at intimidation and violence. They work for money and have no scruples.

Sildar Hallwinter

Medium humanoid (human), neutral good

Armor Class 16 (chain mail)
Hit Points 27 (5d8 + 5)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	10 (+0)	12 (+1)	10 (+0)	11 (+0)	10 (+0)

Saving Throws Str +3, Con +3
Skills Perception +2
Senses passive Perception 12
Languages Common
Challenge 1 (200 XP)

Actions

Multiattack. Sildar makes two melee attacks.

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

Heavy Crossbow. *Ranged Weapon Attack:* +2 to hit, range 100 ft./400 ft., one target. *Hit:* 5 (1d10) piercing damage.

Reactions

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.

Sildar Hallwinter is a retired soldier and sellsword who hails from the city of Neverwinter. He is a loyal member of the Lords' Alliance, a political organization that unites the various free cities and towns of the North.



Stirge

Skeleton

Medium undead, lawful evil

Armor Class 13 (armor scraps)
Hit Points 13 (2d8 + 4)
Speed 30 ft.

STR	DEX	CON	INT	WIS	CHA
10 (+0)	14 (+2)	15 (+2)	6 (–2)	8 (–1)	5 (–3)

Damage Vulnerabilities bludgeoning
Damage Immunities poison
Condition Immunities poisoned
Senses darkvision 60 ft., passive Perception 9
Languages understands languages it knew in life but can't speak
Challenge 1/4 (50 XP)

Actions

Shortsword. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 5 (1d6 + 2) piercing damage.

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

Assemblages of bones animated by dark magic, skeletons heed the summons of those who create them or rise of their own accord in places saturated with deathly magic.

Spectator

Medium aberration, lawful neutral

Armor Class 14 (natural armor)
Hit Points 39 (6d8 + 12)
Speed 0 ft., fly 30 ft.

STR	DEX	CON	INT	WIS	CHA
8 (–1)	14 (+2)	14 (+2)	13 (+1)	14 (+2)	11 (+0)

Skills Perception +6
Condition Immunities prone
Senses darkvision 120 ft., passive Perception 16
Languages Deep Speech, Undercommon
Challenge 3 (700 XP)

Hover. The spectator hovers as long as it is alive.

Telepathy. The spectator can communicate telepathically with any creature within 100 feet of it that can understand a language.

Actions

Bite. *Melee Weapon Attack:* +1 to hit, reach 5 ft., one target. *Hit:* 2 (1d4 – 1) piercing damage.

Eye Rays. The spectator uses two of the following eye rays. It can use each ray only once per turn. Each ray targets a creature the spectator can see within 90 feet of it.

1. *Confusion Ray.* The target must succeed on a DC 13 Wisdom saving throw, or it can't take reactions until the end of its next turn. On its turn, the target can't move, and it uses its action to make a melee or ranged attack against a randomly determined creature within range. If the target can't attack, it does nothing on its turn.
2. *Paralyzing Ray.* The target must succeed on a DC 13 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 early on a success.
3. *Fear Ray.* The target must succeed on a DC 13 Wisdom saving throw or be frightened for 1 minute. The target can repeat the saving throw at the end of each of its turns, with disadvantage if the spectator is visible to the target, ending the effect early on a success.
4. *Wounding Ray.* The target must make a DC 13 Constitution saving throw, taking 16 (3d10) necrotic damage on a failed save, or half as much damage on a successful one.

Create Food and Water. The spectator creates enough food and water to sustain itself for 24 hours.

Reactions

Spell Reflection. If the spectator makes a successful saving throw against a spell, or a spell misses it, the spectator can choose another creature within 30 feet of it that it can see. The spell affects the chosen creature instead of the spectator.

A spectator is a spherical monster that can be tasked with guarding a treasure for a period not exceeding 101 years. If the treasure is stolen or destroyed before the spectator's period of service has ended, the creature returns to its home dimension. Otherwise, it never abandons its post.

Stirge

Tiny beast, unaligned

Armor Class 14 (natural armor)
Hit Points 2 (1d4)
Speed 10 ft., fly 40 ft.

STR	DEX	CON	INT	WIS	CHA
4 (–3)	16 (+3)	11 (+0)	2 (–4)	8 (–1)	6 (–2)

Senses darkvision 60 ft., passive Perception 9
Languages —
Challenge 1/8 (25 XP)

Actions

Blood Drain. *Melee Weapon Attack:* +5 to hit, reach 5 ft., one creature. *Hit:* 5 (1d4 + 3) piercing damage, and the stirge attaches to the target. While attached, the stirge doesn't attack. Instead, at the start of each of the stirge's turns, the target loses 5 (1d4 + 3) hit points due to blood loss.

The stirge can detach itself by spending 5 feet of its movement. It does so after it drains 10 hit points of blood from the target or

the target dies. A creature, including the target, can use its action to detach the stirge.

A stirge is a winged pest that feeds on the blood of living creatures, drawing sustenance through its proboscis, which it uses to pierce a victim's flesh while clutching onto its prey with hooked claws.

Twig Blight

Small plant, neutral evil

Armor Class 13 (natural armor)
Hit Points 4 (1d6 + 1)
Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
6 (–2)	13 (+1)	12 (+1)	4 (–3)	8 (–1)	3 (–4)

Skills Stealth +3
Damage Vulnerabilities fire
Condition Immunities blinded, deafened
Senses blindsight 60 ft. (blind beyond this radius), passive Perception 9
Languages understands Common but doesn't speak
Challenge 1/8 (25 XP)

False Appearance. The blight resembles a dead shrub. While it remains motionless among vegetation, it can hide without being out of sight.

Actions

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

This skittering creature resembles a small, leafless, walking plant. Twig blights hide by rooting themselves among ordinary plants.

Wolf

Medium beast, unaligned

Armor Class 13 (natural armor)
Hit Points 11 (2d8 + 2)
Speed 40 ft.

STR	DEX	CON	INT	WIS	CHA
12 (+1)	15 (+2)	12 (+1)	3 (–4)	12 (+1)	6 (–2)

Skills Perception +3, Stealth +4
Senses passive Perception 13
Languages —
Challenge 1/4 (50 XP)

Keen Hearing and Smell. The wolf has advantage on Wisdom (Perception) checks that rely on hearing or smell.

Pack Tactics. The wolf has advantage on an attack roll against a creature if at least one of the wolf's allies is within 5 feet of the creature and the ally isn't incapacitated.

Actions

Bite. *Melee Weapon Attack:* +4 to hit, reach 5 ft., one target. *Hit:* 7 (2d4 + 2) piercing damage. If the target is a creature, it must succeed on a DC 11 Strength saving throw or be knocked prone.

Wolves are found in subarctic and temperate regions of the world, running in packs through hills and forests.

Young Green Dragon

Large dragon, lawful evil

Armor Class 18 (natural armor)
Hit Points 136 (16d10 + 48)
Speed 40 ft., fly 60 ft., swim 40 ft.

STR	DEX	CON	INT	WIS	CHA
19 (+4)	12 (+1)	17 (+3)	16 (+3)	13 (+1)	15 (+2)

Saving Throws Dex +4, Con +6, Wis +4, Cha +5
Skills Deception +5, Perception +7, Stealth +4
Damage Immunities poison
Condition Immunities poisoned
Senses blindsight 30 ft., darkvision 120 ft., passive Perception 17
Languages Common, Draconic
Challenge 8 (3,900 XP)

Amphibious. The dragon can breathe air and water.

Actions

Multiattack. The dragon makes three attacks, one with its bite and two with its claws.

Bite. *Melee Weapon Attack:* +7 to hit, reach 10 ft., one target. *Hit:* 15 (2d10 + 4) piercing damage plus 7 (2d6) poison damage.

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

Poison Breath (Recharge 5–6). The dragon breathes poisonous gas in a 30-foot cone. Each creature in the cone must make a DC 16 Constitution saving throw, taking 42 (12d6) poison damage on a failed save, or half as much damage on a successful one.

Thoroughly evil, green dragons delight in subverting and corrupting the good-hearted. They prefer to dwell in ancient forests.

Zombie

Medium undead, neutral evil

Armor Class 8
Hit Points 22 (3d8 + 9)
Speed 20 ft.

STR	DEX	CON	INT	WIS	CHA
13 (+1)	6 (–2)	16 (+3)	3 (–4)	6 (–2)	5 (–3)

Saving Throws Wis +0
Damage Immunities poison
Condition Immunities poisoned
Senses darkvision 60 ft., passive Perception 8
Languages understands the languages it knew in life but can't speak
Challenge 1/4 (50 XP)

Undead Fortitude. If damage reduces the zombie to 0 hit points, it can 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

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

Zombies are corpses imbued with a semblance of life, retaining no vestige of their former selves.

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