

ARCANA OF THE ANCIENTS™

THE WONDER AND WEIRDNESS OF
SCIENCE-FANTASY—FOR ANY 5E CAMPAIGN



By Monte Cook, Bruce R. Cordell, and Sean K. Reynolds
With an introduction by Jim Davis and Jonathan Pruitt of Web DM

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NUMENERA'S FRESH TAKE ON FANTASY

Do you remember the first time you experienced that glorious, blended genre known as science-fantasy? That heady mixture of fantasy and science fiction is as potent a source of inspiration for us today as it was when we first came across it.

As kids, action cartoons—He-Man and the Masters of the Universe, Thundercats, and Voltron—laid the foundation for us to appreciate science-fantasy in fueling our imaginations. These shows had technology alongside ancient civilizations: swords, laser guns, castles, spaceships, mutants, dragons, skeletal madmen—they had it all.

But over the years, boundaries between genres became more rigid in our adult minds. Our fantasy gaming had a relatively narrow focus: the big quest, the ancient evil, the destined heroes. It was evocative and satisfying, but something was missing. So often, fantasy can be static, a return to an idyllic past, to comfort, normality, and an objective good. Even when the fantastic is present, its implications aren't often available to fully explore.

We found what we were missing in science fiction. The best sci-fi takes technology or an idea, pushes it to the boundaries of the possible, and shows you how it affects the society that created it. You might move beyond restoring the rightful king when contact with the fantastic allows you to transcend feudalism itself.

But we didn't play many sci-fi TTRPGs. Perhaps it was the aesthetics. Gunmetal gray walls, boxy space ships, and long stints in empty space didn't evoke the same richness and excitement as a fantasy world.

Then, just as we were digging into the roots of the hobby, reading about the weird magic in Jack Vance's *Dying Earth* and the deep history of Judges Guild's *Wilderlands of High Fantasy*, we found Numenera. In a lot of ways, Numenera was a synthesis of ideas we wanted to incorporate into our fantasy games. Technology is seen as magic. Exploration, discovery, skill, and pluck often supplant destiny, honor, the gods, and fate. A world shaped by natural forces and prior civilizations, rather than gods, gave our roleplaying a newfound weight and realness.

Numenera redefined a fantasy setting by taking the familiar trappings of isolated settlements and feudal technology and injecting them with a hyperdense dose of science-fantasy. Everything is remade by the premise, a world shaped by ancient, cosmic civilizations. Fantasy adventures in that world, the monsters, dungeons, treasure, and secrets waiting to be discovered are all fundamentally shaped by something different. We're confident that *Arcana of the Ancients* will bring that same sense of discovery to your world.

If this is your first time incorporating science fiction into your game, may this book spark your imagination as much as Numenera sparked ours. With this book, you'll expand the conceptual boundaries of the game. There are new places for your players to explore, with lost technology awaiting recovery. The party can become archeologists of the secret history of your setting and square off against forces of alien malice.

Sounds like great D&D to us.

Jim Davis and Jonathan Pruitt
Co-hosts, Web DM

HOW TO USE THIS BOOK



Arcana of the Ancients is a sourcebook to help you introduce science-fantasy elements into your campaign. Some of the material in this book first appeared in the roleplaying game, Numenera, however, all the material here is fully redesigned to be compatible with 5E games. In fact, Arcana of the Ancients assumes you have access to the 5E ruleset, which you need to get the most out of this material. In addition, throughout Arcana of the Ancients, terms occasionally appear in bold. These terms refer to relevant game stats that can be found in the 5E SRD or other source of 5E rules.

If you want to jump right in, turn to Chapter 2, an introductory adventure called The Hills of Crooked Sleep. It's set up to run like a traditional fantasy adventure, but incorporates science-fantasy elements as the PCs get deeper into its mysteries. What's more, it offers an event that explains the sudden appearance (or rather, reappearance) of science-fantasy material from the world's prehistory.

Arcana of the Ancients, you see, builds upon a single idea as its foundation: long before recorded history, even before the

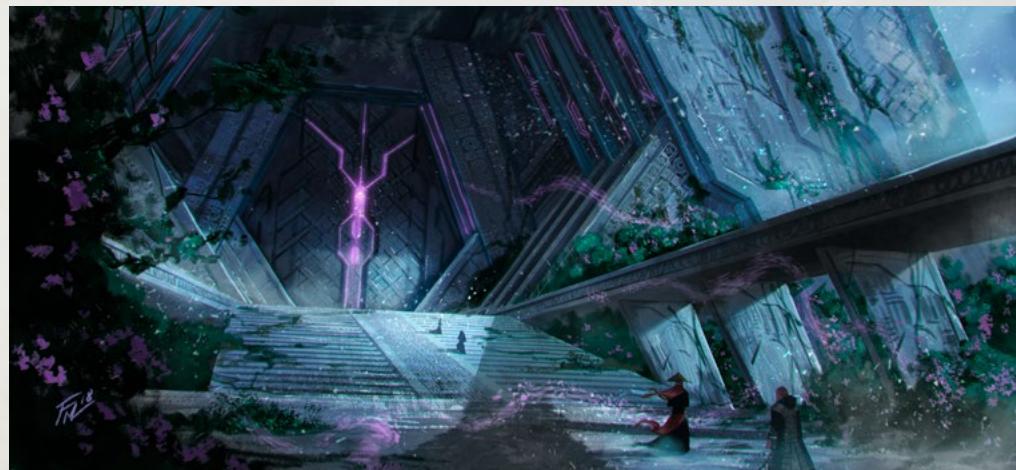
elves, the dwarves, and the oldest dragons, there were the Ancients—beings of great intelligence with a command over science that allowed them to work wonders that most people would liken to that of gods. They traveled to other worlds, reshaped the landscape, built intelligent machines, and harnessed the very building blocks of the universe itself.

And now they're gone. Long gone.

Loooooong gone.

But they left behind caches of their wondrous technologies and creations, which people lump together under the term "numenera."

When you're done reading through—and using—The Hills of Crooked Sleep, this book offers more adventures, but perhaps more importantly, it offers new items (cyphers and relics), new character enhancements (iron flesh and mutations), and new monsters, all centered around the existence of the Ancients. For GMs, Chapter 5 offers a wealth of information on how to use this material in your own adventures, and for creating a science-fantasy setting of your own.



CYPHERS, RELICS, AND IRON FLESH

Cyphers, page 40

Relics, page 45

Iron flesh, page 49

Oddities, page 126

Mutations, page 129

Discoveries, page 138

Numenera Device Shapes and Materials, page 254

Astute weapon nodule, page 53

The Ancients built their civilizations, reaching heights we cannot even fully imagine now. They spoke to the stars, reshaped the creatures of the world, and mastered form and essence. They built cities and machines that have since crumbled to dust, leaving the barest remnants.

These remnants are usually called “the numenera,” a term that refers to anything that originates from a cache of Ancients’ lore, such as bio-shaped creatures, beings partly replaced with machine-flesh, and creatures brought here from alien worlds and dimensions heretofore unknown. It also includes things that have been indirectly created by the incomprehensible lore of the Ancients—mutants and flesh-shaping accidents, the descendants of experiments, and so on.

Although the comparison between “magic” and the numenera is worthwhile, taking it too far is likely a mistake. Yet it’s still just as mysterious and strange, mostly because the numenera is varied and unpredictable to those who don’t understand it, which is pretty much everyone.

There are people, however, who attempt to understand it—at least to some degree. Not everyone lives in terror of it. Some recover numenera from Ancients’ caches, study it, comprehend a bit of it, and then use it for their own purposes.

Player characters may be just such people. Though their hand may be forced by events surrounding the discovery of the Ancients, such as the activation of an Ancients device that could spell doom unless it is at least partially comprehended, then deactivated or channeled in some fashion.

NUMENERA DEVICE ASPECT

Devices of the Ancients can be categorized as *cyphers*, *relics*, and *iron flesh*, as well as *oddities*, *mutations*, and *discoveries*. These categories show how the PCs interact with the numenera—how it is (or isn’t) useful to them. When thinking about technology, the GM can also consider origin and appearance. This approach looks at devices not from a game-mechanic standpoint, but from the point of view of people living in the world.

Shape and Substance. Sometimes, numenera devices are complex metallic devices. However, their *shape and substance can vary wildly*, so much that those unused to Ancients’ craft may not even realize that they’re interacting with a machine or device, at least not initially.

Size. The size of numenera devices is variable, even between instances of the same cypher, relic, or iron flesh. If a size isn’t specified in the item description, if it becomes necessary to know, the GM should simply determine how large the sphere, cube, nodule, disc, and so on, as seems reasonable based on the overall description. A *weapon nodule*, for instance, must be small enough to be applied to a weapon in a way that doesn’t interfere with the weapon’s use.

Devices pulled from an ancient ruin might be complete devices found intact, but many are likely portions of another device that can be used for a function all their own. Examples of the former include a bracer-like device with a touch-sensitive activation surface that the wearer can manipulate to create a powerful energy field around them. The latter might be a glass pane taken from a vast machine that by itself allows the user to see through an inch of normal matter.

The inverted gravity spreads around corners. All creatures in the area, whether they succeed on their saving throw or not, are crushed to the ground for one round and cannot take physical actions.

DETONATION, GREATER

Cypher, rare

This handheld device is a metal tube, weighted and closed on one end. As your attack action, you can use the device to launch a projectile at an area (range 30/120). The projectile explodes when it hits a creature or solid object (such as the ground). All creatures within a 25-foot-radius sphere must make a DC 15 Dexterity saving throw. A target takes $4d6 + 4$ damage on a failed save, or half as much on a successful one. The type of damage depends on what type of detonation it is:

- 1–2 Cell disruption (necrotic damage, harms only flesh)
- 3–6 Corrosion (acid damage)
- 7–8 Lightning (lightning damage)
- 9–10 Frost (cold damage)
- 11–15 Flame (fire damage)
- 16–20 Daggers (piercing damage)

These detonations are usually named after the type of damage they inflict: greater detonation of cell disruption, greater detonation of corrosion, and so on.

DETONATION OF MATTER DISRUPTION

Cypher, rare

This small device is made of synth and contains billions of tiny nanomachines. You can activate it and throw it (range 20/60) as part of the same attack action. It explodes when it hits a creature or solid object (such as the ground), releasing the nanomachines, which rearrange matter in random ways—solids melt and are reconfigured, flesh turns to glass, metal turns to wood, and so on. All creatures within a 10-foot-radius sphere must make a DC 15 Constitution saving throw. A target takes $4d6 + 4$ necrotic damage on a failed save, or half as much on a successful one.

Some sobriety detonations affect other drugs instead of intoxicants like alcohol. Some have an opposite or different effect on nonhumans.

DETONATION OF PEACE

Cypher, uncommon

When activated, this wristband projector creates a psychic burst. All creatures within a 100-foot-radius sphere must succeed on a DC 13 Wisdom saving throw or become indifferent about any creatures they were feeling hostile toward, and end any violent actions they were performing or going to perform. This indifference ends if the target is attacked or harmed by an effect, or if it witnesses any of its friends being harmed. After a minute, the effect ends, and affected creatures become hostile again unless the GM rules otherwise.

DETONATION OF SOAP

Cypher, uncommon

This small device is made of thin synth and filled with a dense liquid. You can activate it and throw it (range 20/60) as part of the same attack action. It explodes when it hits a creature or solid object (such as the ground), filling a 10-foot-radius sphere with a slippery foam similar to soap bubbles. Vision in the area is obscured as if by a dense mist. Each creature standing in the area must succeed on a DC 13 Dexterity saving throw or fall prone. A creature that enters the area or ends its turn there must also succeed on a Dexterity saving throw or fall prone. Creatures have disadvantage to climb walls and other upright surfaces in the area. The foam is not flammable and will smother fires. After about an hour, the foam collapses into a slimy residue, which vanishes completely in another hour.

DETONATION OF SOBRIETY

Cypher, uncommon

This small device is made of red and blue synth. You can activate it and throw it (range 20/60) as part of the same attack action. It creates a burst of green energy in a 10-foot-radius sphere that neutralizes the effects of alcohol and similar intoxicants, as if the affected creatures had spent three hours abstaining in order to sober up.

DETONATION OF SPAWNING

Cypher, rare

This bulky, knobby sphere is made of metal and synth has a long, handle-like rod. You can activate it and point the rod at an area (range 30/120) as part of the same attack action. It explodes at the targeted area. Targets in a 10-foot-radius sphere must make a DC 15 Constitution saving throw. A target is blinded for one minute and takes 2d6 radiant damage on a failed save, or is not blinded and takes half damage on a successful one. On the next round, the sphere separates into 1d6 additional detonations, which fly to random spots within 60 feet and explode. All creatures within each 10-foot-radius sphere of these secondary detonations must make a DC 15 Dexterity saving throw. A target takes $4d6 + 4$ damage on a failed save, or half as much on a successful one. The type of damage depends on what type of detonation it is:

- 01–10 Cell disruption (necrotic damage, harms only flesh)
- 11–30 Corrosion (acid damage)
- 31–40 Lightning (lightning damage)
- 41–50 Frost (cold damage)
- 51–75 Flame (fire damage)
- 76–oo Daggers (piercing damage)

These detonations are usually named after the type of damage they inflict: detonation of spawning cell disruption, detonation of spawning corrosion, and so on.



DETONATION OF TELEKINESIS

Cypher, uncommon

This small device is made of metal and highly-energized particles. You can activate it and throw it (range 20/60) as part of the same attack action. It explodes when it hits a creature or solid object (such as the ground). All creatures within a 10-foot-radius sphere must make a DC 13 Constitution saving throw. A target takes $2d6 + 2$ force damage on a failed save, or half as much on a successful one. Objects in the area that weigh less than 20 pounds are pushed out of the area.

DETONATION OF TRACKING

Cypher, uncommon

This cypher is a wristband projector with a glass screen. As your attack action, you can use the device to launch a projectile at an area (range 30/120). The projectile creates an explosion of shrapnel when it hits a creature or solid object (such as the ground). All creatures within a 25-foot-radius sphere must make a DC 15 Dexterity saving throw. A target takes $2d6 + 2$ piercing damage on a failed save, or half as much on a successful one. For the next week, you can use the screen on the cypher to track the direction and distance of all creatures in the explosion.

A detonation of tracking is useful for tracing raiders back to their hidden lair.

HEADROOM HELMET

Relic, rare

This helmet is made of a hard, smooth, clear substance similar to crystal. When worn, your head and most of the helmet except for a metallic collar protrude into an artificial extradimensional space just large enough for comfort. The helmet allows you to see, hear, and communicate into the Material Plane almost normally, though with some distortion. To observers, it seems as if you have no head. While worn, you gain resistance to psychic damage, immunity to attacks that would blind you, as well as any other attacks that require your head to be targeted for the effect to be transferred.

A headroom helmet has a depletion of 1 in 1d100, checked per day of use. When it depletes, there is a chance of an [accidental rift](#).

HEALING SWORD

Relic, uncommon

This sword-like blade has a strange hilt made of several exotic materials. As your bonus action, you can squeeze the hilt in a precise way, causing it to inject a healing substance into your body, restoring $1d8 + 1$ hit points.

A healing sword has a depletion of 1 in 1d10, checked each time the healing ability is used. When the healing ability depletes, it still functions as a normal sword.

HEALTH RESONATOR

Cypher, uncommon

This bulky device requires two hands to use, partly because of its size and partly because the controls are inconveniently placed. When activated, all creatures within a 60-foot cube gain 5 temporary hit points. These last about an hour, unless they are depleted first.

HEAT NODULE

Cypher, uncommon

This deep orange crystal nodule must be affixed to a melee weapon to function; applying the nodule takes an action. The affected weapon then gains the following additional ability for 1 day. Each time the nodule-bearing weapon strikes a solid creature or object, it generates a burst of heat, dealing $1d6$ fire damage.

HELM OF ILLUSION

Iron flesh, rare (requires attunement)

This smooth helm permanently covers your head, giving you a mirror-like expanse instead of a face. You can see, breathe, eat, hear, and speak normally; from your perspective, you still retain your normal features. However, all others see only their own faces reflected back; this situation confers disadvantage to your Persuasion attempts.

The helm has 4 charges and regains 1d4 expended charges daily at dawn. If you expend 1 charge, you can create a single image of a creature or object within 10 feet of you. The image must fit within a 10-foot cube. The image can move (for example, you could make the illusion of a person walk or attack), but it can't leave the area defined by the cube. The illusion includes sound but not smell. It lasts for 10 minutes, but if you want to change the original illusion significantly—such as making a creature appear to be wounded—you must concentrate on it again as your action. If you move more than 20 feet away from the area, the illusion vanishes. If directly interacted with, the illusion is revealed as a mere image.

Accidental rifts, page 258



The stormheart has 6 charges and regains 1d6 charges daily at dawn. When 1 charge is expended as a bonus action when you attack with a melee weapon or your hands, the attack deals an additional 3d8 lightning damage.

STORMHEART TEMPEST

Iron flesh, legendary (requires attunement)

This sphere is permanently implanted in your chest in exactly the same way as a stormheart, with the same chance of death.

The tempest has 40 charges and regains 2d20 expended charges daily at dawn. It has the same additional lightning damage function as the stormheart, plus a couple more abilities.

You can move 120 feet instantaneously as your move, carried by a bolt of lightning (4 charges). You must be able to see the new location, and there must be no intervening barriers.

When you expend 4 charges as an action, lightning crackles across your body for 10 minutes, granting you a +1 bonus to AC. While so empowered, you have lightning resistance, and you deal +1d8 lightning damage on any creature that touches you or attacks you with a melee weapon that conducts lightning.

When you expend 7 charges as an action, you discharge a lightning bolt 100 feet long and 5 feet wide. Targets in the area must succeed on a DC 17 Dexterity saving throw and take 12d6 lightning damage on failure, or half as much damage on a successful save. Flammable objects not worn or carried in the line of the lightning ignite.

Finally, when you expend 7 charges as an action, you can flash across the miles, moving to an open location on the earth that you're familiar with almost instantaneously, transformed into a bolt of lightning. If you expend 3 additional charges, you can attempt to penetrate covered locations that you're aware of as long as a route exists from the open air to the area you want to reach that electricity can easily follow.

STRENGTH BOOST

Cypher, uncommon

When you place this adhesive patch on your skin as an action, you gain advantage on Strength ability checks for one hour.

STRUCTURAL EXTRUDER

Relic, very rare

A series of short, rounded tubes and hoses about 12 inches long connects to a device that can be carried or worn as a pack. When activated as your action, it produces a solid piece of amber-colored crystal (a resilient substance with AC 19) over the course of a minute that can take one or two simple shapes: a plank up to 10 feet long or a plane up to 10 feet by 10 feet by 2 inches that could be used as a floor, a wall partition, a ramp, etc.

A structural extruder has a depletion of 1 in 1d10, checked per week of use.



WINDSLICE BLADE

Relic, very rare (requires attunement)

A windslice blade's name comes from the idea that it can slice even the wind in half.

This blade (sometimes found in conformations suitable for use as a longsword, other times as a two-handed blade, and sometimes as a shortsword) is made from a material so durable and dense that the edge is incredibly sharp and it lasts essentially forever, and thus is far stronger and more durable than iron and steel blades, though it seems some sort of steel alloy. (The blade has AC 24.) You gain a +2 bonus to attack and damage rolls made with this weapon. When you hit with it, that target takes an extra 1d8 slashing damage. A windslice blade has no depletion.

WINGS OF THUNDER

Iron flesh, very rare (requires attunement)

These vestigial wing-like extensions are implanted on your back, usually folded, but opening up to reveal oddly shaped vanes and textured membranes each time you use a function of this implant. The wings of thunder have 20 charges and regain 2d10 charges daily at dawn.

When you expend 1 charge as an action, echolocation grants you blindsight 120 feet for up to 1 hour.

When you expend 3 charges as an action, you direct a beam of focused sound at a target within 120 feet. The target must succeed on a DC 17 Constitution save or take 8d6 thunder damage and begin to "ring" with a resonant destructive wave. At the start of each of its turns until the wave damps out, the target must succeed on a DC 17 Constitution save or take 1d6 thunder damage. On a successful save, the effect ends. Other methods could be used to end the wave, including simply banging loudly on a drum, blowing a horn, or other resonant instrument or sound, which has the effect of canceling out the wave.

Finally, if you expend 7 charges as an action, you can target a creature within 10 feet with a focused beam of sound that sets up a lethal resonance in their body if they fail a DC 17 Constitution saving throw. The vibration remains imperceptible to others except for the target (who hears a constant buzzing) for up to 10 hours. If nothing is

done, the resonance builds to its maximum and is released as a destructive pulse after 10 hours. At the end of this time, the target must succeed on a DC 17 Constitution save or be reduced to 0 hit points. If it succeeds, it takes 10d10 thunder damage. All creatures within 10 feet of the target when this effect triggers must make a DC 15 Constitution save or take 10d10 thunder damage, or half that if successful.

WINTER TORQUE

Iron flesh, very rare (requires attunement)

This choker-like collar of white metal is implanted around your neck, permanently hindering your ability to turn your head without moving your whole body, granting disadvantage on all Wisdom (Perception) checks. Once implanted, a pocket of cold air constantly surrounds your head.

The winter torque has 20 charges and regains 5d4 charges daily at dawn. When you expend 1 charge as an action, your body is covered in a sheen of ice for one hour that gives you a +1 bonus AC. While the sheen is active, you feel no discomfort from normal cold temperatures and have cold resistance.

While your sheen of ice is active, you can extend it to cover a weapon you wield for one hour as a bonus action. The cold effect ends if you stop holding or carrying the weapon. While the cold lasts, the weapon deals +2d8 cold damage.

You can intensify the cold from your sheen of ice when you touch a foe as an attack action (3 charges), dealing 8d8 cold damage if they fail a DC 17 Dexterity saving throw. Alternatively, if you expend 5 charges, you can create a cold burst affecting all creatures in a 30-foot sphere centered on you, dealing 5d8 cold damage on all targets who fail a DC 17 Dexterity saving throw, or half that on those who succeed. In either case, targets that take full damage must succeed on a DC 17 Constitution saving throw or be paralyzed for one round.

BEGINNING PLAY AS A MUTANT

With the GM's permission, you can play a character who was born a mutant or became a mutant before 1st level. These mutants have special abilities unavailable to other starting characters, but they come at a cost. You choose to play a mutant version of a human, elf, dwarf, or any other species the GM allows as PCs, and your mutant character has all of the normal traits for that choice except for ability score increases. Instead of those ability score increases, your mutant character gains one of the following sets of abilities:

- Two beneficial mutations
- Three beneficial mutations and one harmful mutation
- One powerful mutation and one harmful mutation
- One powerful mutation, one distinctive mutation, and one harmful mutation

In addition to all of the above choices, your mutant character can have anywhere from zero to four distinctive mutations and zero to four cosmetic

mutations. You choose how many distinctive and cosmetic mutations you want, and don't need to declare in advance how many you want (for example, you could roll for one and then stop, roll for one and then decide to roll for a second one, and so on). You and the GM should work together to make the resulting mutant character one you want to play.

For example, Darcy wants to play a mutant high elf. Her character gets all of the elf and high elf traits except their ability score bonuses (the elf +2 bonus to Dexterity and the high elf +1 bonus to Intelligence). She decides to take a risk and chooses to have three beneficial mutations and one harmful mutation. For her beneficial mutations she rolls 54 (poison resistance), 90 (slashing resistance), and 92 (bludgeoning resistance). For her harmful mutation, she rolls 48 (slow and lumbering). For distinctive mutations, she rolls 89 (eyes on stalks) and decides to stop before the character gets any weirder, and doesn't roll for any cosmetic mutations. Darcy then finishes her character (class, background, and so on) in the normal way.



ACCELERATOR

An accelerator is an artificial intelligence encased in a metal shell with numerous limbs, sensory devices, and other accoutrements that allow it to interact with and understand the world around itself. An accelerator fears “death” (perhaps “dissolution” is a better term) and concocts elaborate plans to develop better protections for itself. Ironically, sometimes this puts it in danger as it tries to take control of a defensible fortress or obtain a device that will grant it a powerful defense. A fully upright accelerator stands 15 feet high.

Paranoia. Accelerators aren’t evil, but their interest in putting their own existence ahead of others means they might act in ways that people consider villainous. If seriously threatened, an accelerator always chooses flight over fight.



Guido
Kuip

ACCELERATOR*Huge construct, neutral***Armor Class** 19 (natural armor)**Hit Points** 195 (17d12 + 85)**Speed** 60 ft., fly 10 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
22 (+6)	12 (+1)	20 (+5)	16 (+3)	16 (+3)	14 (+2)

Saving Throws Con +9, Int +7, Wis +7, Cha +6**Skills** Perception +7**Damage Immunities** poison**Condition Immunities** charmed, deafened, exhaustion, frightened, paralyzed, petrified, poisoned**Senses** darkvision 60 ft., passive Perception 17**Languages** several ancient languages, can learn a new language in minutes**Challenge** 10 (5,900 XP)**Magical Weapons.** The accelerator's attacks are treated as if magical.

Paranoid and Fearful. It is very difficult to gain an accelerator's trust. Creatures have disadvantage on attempts to convince it that they aren't a threat. If successful, they only make it indifferent and wary for a few minutes, or perhaps an hour at most.

Modification (Recharges after a Short or Long Rest). About one in four accelerators have found a way to install a device within its shell that gives it an additional ability as a bonus action. Typically these devices are one of the following: a force field that

adds +2 AC for one minute, a rocket pack that lets it move up to 500 feet, or a mental scrambler that gives all living creatures within 60 feet disadvantage on all rolls their next round.

ACTIONS

Multiaction. The accelerator makes three claw attacks and uses its control velocity ability.

Claw. Melee Weapon Attack: +10 to hit, reach 10 ft., one target. **Hit:** 19 (3d8 + 6) slashing damage.

Control Velocity. The accelerator can change the speed and direction of up to three objects and creatures within 10 feet, such as halting a moving creature or causing a still object to suddenly move rapidly in any direction. Typically it uses this to hurl a light object (up to 50 pounds), hurl a heavy object (up to 100 pounds), hurl a foe (up to 300 pounds), or stop a moving creature or object (up to 300 pounds).

Hurl Light Object. Ranged Weapon Attack: +7 to hit, range 150/600 ft., one target. **Hit:** 7 (1d8 + 3) bludgeoning damage.

Hurl Heavy Object. Ranged Weapon Attack: +7 to hit, range 30/60 ft., one target. **Hit:** 12 (2d8 + 3) bludgeoning damage.

Hurl Foe. The target must succeed on a DC 15 Strength or Dexterity saving throw (target's choice) or be thrown up to 60 feet away, taking 12 (2d8 + 3) bludgeoning damage from impacting the ground or a solid obstacle.

Stop Movement. The target must succeed on a DC 15 Strength or Dexterity saving throw (target's choice) or be grappled and restrained in its current space for one round.



"It is fascinating that such a large and powerful creature would be so fearful of death that its entire existence is a desperate obsession with survival. It makes me wonder what horrors it survived ages ago that led it to where it is now—perhaps its kind are the last survivors of a great cataclysm, war, or divine retribution."

~Elmande, elf mage and scholar

A destroyed accelerator can be salvaged for 1d6 + 1 cyphers and an oddity.

"I'm just glad they're not interested in conquest. If they were aggressive like chromatic dragons or fire giants . . . with their knowledge and skills, they could attack a town and leave nothing but corpses."

~Fain Trubeard, dwarf veteran and prospector



GAZER

A gazer is a levitating metallic spherical automaton, about 1.5 feet in diameter. Various bits of equipment and blinking lights festoon a gazer's battered metal-alloy body. A concavity on one side of the sphere incessantly emits a beam of scarlet light. The red beam can intensify in a moment, creating a ray capable of burning through nearly anything.

Flying Tactics. Groups of gazers fly in a spherical formation, which allows them to present the maximum possible perception and threat surface. Depending on the locations of their opponents, they may arrange themselves around or in the middle of their foes. Formations of six to twelve gazers might be found defending ancient ruined installations. Sometimes a lone gazer is encountered as a companion of a creature who reprogrammed it to act as a servitor.

Old Programming. A gazer usually interacts only by flashing its beam in coded bursts, accompanied by eerie bleats of electronic static. Most active gazers follow a program to defend a location, reconnoiter a wider area, or seek and destroy those who match profiles held in their machine brains. However, if any group of gazers is interfered with too much, they attempt to eradicate the perceived threat.

Legacy of Ancient War. Gazers are speculated to be antiques of a forgotten war that were originally forged by the millions. Only a handful remain active. However, if one of the ancient warehouses were discovered, that number could radically increase.

GAZER

Tiny construct, neutral (or as programmed)

Armor Class 13 (natural armor)

Hit Points 7 (3d4)

Speed 0 ft., fly 100 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
6 (-2)	15 (+2)	11 (+0)	11 (+0)	10 (+0)	7 (-2)

Saving Throws Dexterity +4

Skills Perception +2

Damage Immunities poison

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

Senses darkvision 60 ft., passive Perception 12

Languages —

Challenge 1/8 (25 XP)

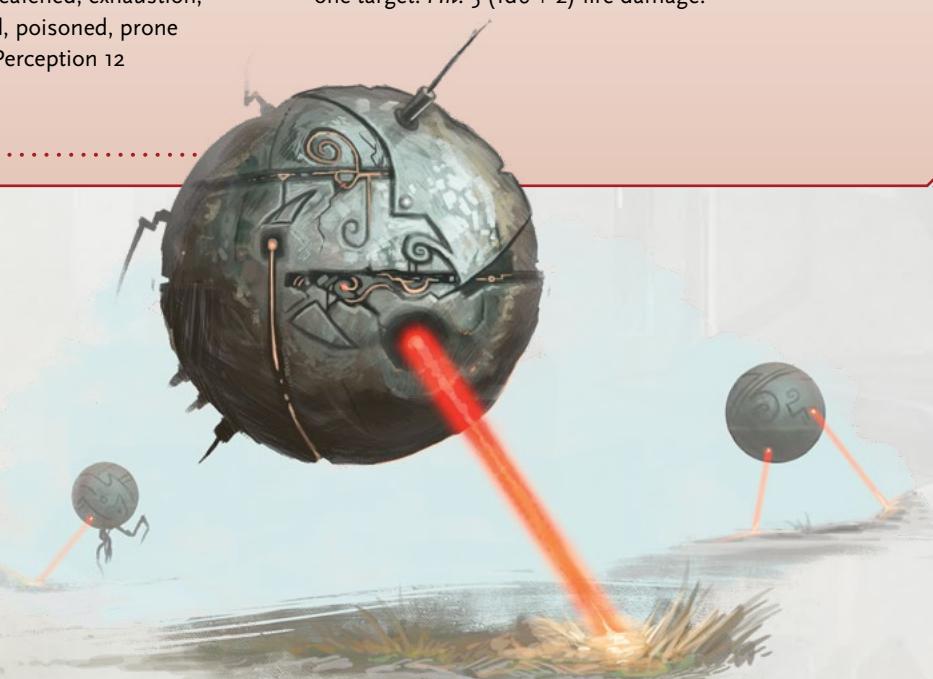
Intense Light. Although a gazer's beam only inflicts a small amount of damage, it is capable of cutting through very tough materials, including wood, stone, and steel. A gazer trying to damage an object treats any object AC less than 18 as AC 10.

Swarm Targeting. If two or more gazers attack the same target, each gazer gains advantage on its attack roll.

Sharpshooter. A gazer's attacks ignore half cover and three-quarters cover.

ACTIONS

Red Beam. Ranged Weapon Attack: +4 to hit, range 100/120 ft., one target. Hit: 5 (1d6 + 2) fire damage.



HANEEK

Haneek are essentially sheets of almost transparent flesh that pass light with hardly any distortion. They can twist and fold themselves to move about like sidewinding snakes, gallop on faux limbs, and can even flap and glide through the air. Regardless of their shape, they smell a bit like rotting food, which is often the only warning those being hunted by a haneek have before the creature drops on them. They have been known to hang from branches or straddle doorways in high-traffic areas so creatures can walk into them.

Visible Digestion. Once a victim is ensnared by a haneek, flesh-to-tissue contact begins to digest the prey. This sends a bloom of scarlet radiating through the haneek's body, rendering it briefly visible as it feeds.

Unpredictable Lurker. A haneek is a hungry predator, but it sometimes "adopts" a character and merely follows them around, rather than trying to eat them. It hunts other creatures around the followed character instead. Because haneek are hard to spot, it's often not initially apparent what's going on, and it's possible for PCs to meet another character who doesn't realize they're being followed by a haneek. Haneek seem somewhat intelligent, but they do not communicate or seem to have a language.



HANEEK

Medium aberration, neutral

Armor Class 13 (natural armor)

Hit Points 120 (16d8 + 36)

Speed 30 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
5 (-3)	16 (+3)	16 (+3)	10 (+0)	12 (+1)	8 (-1)

Saving Throws Dexterity +6

Skills Perception +4, Stealth +6 (or Stealth -3 for up to an hour after it has fed)

Damage Resistances acid, piercing

Damage Immunities bludgeoning

Condition Immunities grappled, prone

Senses darkvision 30 ft., passive Perception 14

Languages —

Challenge 5 (1,800 XP)

Amorphous. The haneek can move through a space as narrow as 1 inch tall and a few inches wide without squeezing.

Adhesive. The haneek can automatically adhere to anything that touches it. A Huge or smaller creature adhered to the haneek is also grappled by it (escape DC 14). Ability checks made to escape this grapple have disadvantage.

Grappler. The haneek has advantage on attack rolls against any creature grappled by it.

ACTIONS

Flesh Flap. *Melee Weapon Attack:* +6 to hit, reach 5 ft., one target. *Hit:* 10 (2d6 + 3) bludgeoning damage plus 21 (6d6) acid damage.

Split. When a haneek that is Medium or larger takes 20 slashing damage or more from a single attack, it splits into two new haneeks if it has at least 15 hit points. Each new haneek has hit points equal to half the original haneek's, rounded down. New haneeks are one size smaller than the original haneek.

OJJ

The afterimages of an ojj's death might coalesce into 1d6 energy-based cyphers and one or two energy-based relics. The numenera that imprisoned a now-dead ojj can also be salvaged for 1d6 additional cyphers.

Psychic Construct.
Use stats for basic automaton type five.

Basic automaton,
page 246

Ojj are powerful energy beings left over from the ancient past. Most were imprisoned and buried long ago by advanced numenera-wielding civilizations that couldn't quite destroy them. These hateful things have been silently fuming for aeons, but a few have picked at the locks of their cages long enough to allow them limited access to the outer world, which they use to lure beings with lies, threats, and promises of great rewards in exchange for their freedom.

Advanced Telepaths. Ojj are naturally telepathic and can mentally communicate to a range of about 1 mile, even speaking simultaneously to dozens or hundreds of people.

Malevolent. Ojj enjoy dominating others, inflicting pain, and flattery. They act as if they are gods and expect weaker beings to worship them. They place little value on the lives of physical beings and act only in the interest of their power and ego. They are very dangerous foes and can cause a lot of destruction if allowed to move freely. An imprisoned or weakened one might present itself as a god to a cult or tribe of humanoids, demanding sacrifices and torture in its name.



OJJ*Large elemental, neutral evil***Armor Class 17****Hit Points** 375 (30d10 + 210)**Speed** 30 ft., fly 30 ft. (hover)

STR	DEX	CON	INT	WIS	CHA
15 (+2)	15 (+2)	25 (+7)	25 (+7)	20 (+5)	20 (+5)

Saving Throws Int +15, Wis +13, Cha +13**Skills** Deception +13, Intimidation +13, Perception +13**Damage Resistances** acid, bludgeoning, cold, fire, lightning, necrotic, piercing, psychic, radiant, slashing, thunder**Damage Immunities** poison**Condition Immunities** poisoned, prone**Senses** darkvision 60 ft., passive Perception 23**Languages** telepathy 1 mile**Challenge** 25 (75,000 XP)

Energy Form. The ojj can move through a space as narrow as 1 inch wide without squeezing. A creature that touches the ojj or hits it with a melee attack while within 5 feet of it takes 10 (2d10) psychic damage. In addition, the elemental can enter a hostile creature's space and stop there. The first time it enters a creature's space on a turn, that creature takes 5 (1d10) fire damage and catches fire; until someone takes an action to douse the fire, the creature takes 5 (1d10) fire damage at the start of each of its turns.

Mind Sense. An ojj automatically senses the presence of all minds within its telepathy range unless the minds are behind a force field.

ACTIONS

Multiaction. The ojj fires two psychic blasts, uses two unique abilities, or one psychic blast and one unique ability.

Psychic Blast. *Ranged Weapon Attack:* +15 to hit, range 100/200 ft., one target. *Hit:* 62 (10d10 + 7) force damage or 51 (8d10 + 7) psychic damage.

Unique Abilities. Ojj have advanced psychic powers. Each ojj usually has four of the following abilities, and may have one additional ability unique to that individual. Unless otherwise stated, these abilities require a direct line of sight to the target. Effects listed here that duplicate spells are nonmagical numenera psychic abilities. If the effect would

normally have a saving throw, it is a DC 21 Wisdom save.

- *Dominate monster*, except limited to a 500-foot range. Depending on the ojj, a controlled target can attempt to break free every round, every minute, every hour, every day, or every few days. This control usually manifests as a visible colored halo around the head of the target.
- *Detect thoughts*, except affecting up to five creatures within 60 feet.
- Deal 2 (1d4) psychic damage to a creature within 500 feet, even if it has no direct line of sight to that creature.
- *Telekinesis*, except the weight limit is 200 pounds and the range is 60 feet. If the ojj uses its action doing nothing but telekinesis, it can move up to 400 pounds.
- Create a vaguely humanoid **psychic construct**, an automaton made of pure mental energy, that lasts for one minute. The construct obeys the ojj's mental commands and can manipulate physical objects as well as a human can.
- Increase its AC by +2 until the start of its next turn.
- Activate, deactivate, or manipulate a numenera device within 60 feet.
- Drain energy from a numenera relic, installation, or vehicle within 60 feet, restoring 30 hp if uncommon, 50 hp if rare, 75 hp if very rare, or 90 hp if it is legendary. The object must make a depletion roll each time an ojj uses this ability on it.
- *Imprisonment* (slumber) on a creature within 60 feet, lasting 1 minute.
- *Wall of force*, except it is a 10-foot square, within 60 feet, lasting 1 minute.
- *Fabricate*, affecting a 5-foot cube within 60 feet; the ojj can use this ability to perform fine crafting over time, even numenera crafting, given the proper materials.
- *Major image*, with the nearest edge within 10 feet, lasting 10 minutes.
- Alter its psychic blast to deal cold, fire, lightning, radiant, or thunder damage instead of psychic damage.
- Heal 10 points of damage to a creature other than itself within 60 feet.
- Teleport itself and up to three other Medium creatures up to 1 mile away.

Unique Augmentations. Instead of one of the above abilities, an ojj might have one of the following augmentations to one of its abilities:

- The ability's range increases by one category (60 feet to 100 feet, 100 feet to 500 feet, 500 feet to 1 mile, 1 mile to 5 miles). This doesn't affect the sight requirements for the ability.
- The ability can affect targets that aren't within the ojj's line of sight. This doesn't affect the range of the ability.
- The ability can be used once per round without counting toward the normal limitation of two abilities per action.



APPENDIX B

ARCANA BY RARITY

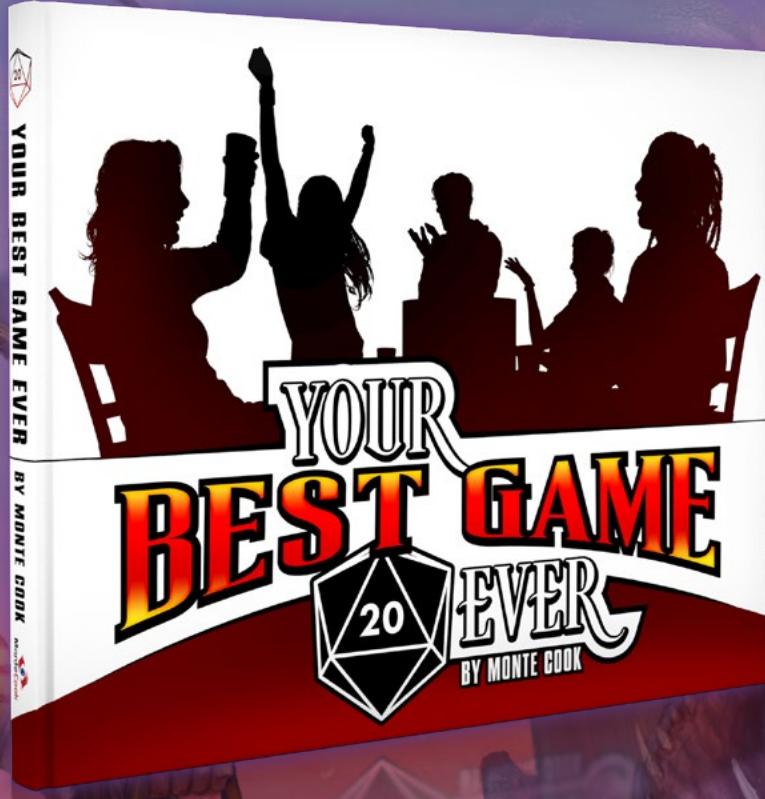
For GMs who prefer a more traditional randomization based on rarity, this appendix separates the *cyphers*, *relics*, and *iron flesh* into nine different tables (A through I) arranged by rarity.

ANCIENTS ARCANA TABLE A**doo Arcana**

01–03	Adhesion gloves
04–06	Antivenom pill
07–08	Arm bifurcator
09–10	Automated bath
11–12	Beast lure
13–14	Calm center
15–16	Catholicon
17–19	Detonation (roll d20)
1–2	Cell disruption
3–6	Corrosion
7–8	Lightning
9–10	Frost
11–15	Flame
16–20	Daggers
20–21	Detonation of webs
22–24	Eagleseye
25–26	Fireproofing spray
27–28	Friction-reducing gel
29–30	Gravity-nullifying spray
31–32	Instant servant
33–35	Intellect boost
36–38	Intellect enhancement patch
39–40	Knowledge enhancement
41–42	Mimetic replicator
43–44	Psychic communique

45–49	Ray emitter (roll d20)
1–10	Heat/concentrated light
11–12	Cell-disrupting radiation
13–16	Force
17	Lightning
18	Molecular bond disruption
19–20	Cold
50–51	Ray emitter of numbing
52–53	Ray emitter of paralysis
54–55	Retriever
56–57	Rodule of branding
58–59	Sleep inducer
60–61	Sound dampener
62–64	Speed boost
65–67	Stealth coating
68–70	Strength boost
71–72	Summoning alarm nodule
73–74	Sustenance implant
75–76	Telepathy implant
77–78	Teleporter of bounding
79–80	Tracer
81–82	Transdimensional lens
83–84	Troglit creche
85–86	Unarmored nodule
87–88	Ventriloquist nodule
89–91	Visual displacement device
92–93	Vocal translator
94–96	Water breather
97–98	Waterproofing spray
99–00	X-ray viewer

Chapter 3: Cyphers, Relics, and Iron Flesh, page 38



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