

AotS | Sporeling's Guide to the Universe_v1.1

Disclaimer: Sporelings Guide to the Universe_v1.1

Sporeling's Guide to the Universe is in early public beta testing. This is playtest content. Thank you for playing, hope you enjoy!

To provide feedback on the game, please [submit it to us using this form](#).

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CRASH!!

A ball of fire streaks across the sky, so close that you can feel the heat on your face as it passes low overhead. CRASH! The earth below your feet rumbles as the fireball disappears beneath the tree line towards the other side of town.

You drop your pitchfork and sprint from the fields and down the road. When you arrive in town, the first thing you notice is all the buildings decimated by this massive rock that just fell from the sky. But then it gets worse, far worse! Villagers are killing each other. There's sheer panic in the air, and it's infectious. A chill runs down your spine.

Someone grabs your shoulder. You turn to see a friend. Your relief quickly turns to dread when you stare into their cold, dead eyes. As you realize something's off, you start choking. Black sooty smoke fills your lungs, everything goes black...

Attack of the Sporelings is a Dungeons and Dragons 5th Edition Rule Supplement that allows you to invade a planet as a Sporeling. The rules use the standard 5e core rulebooks and provide additional mechanics for how to run a Sporeling invasion on any planet, across any realm, and in any campaign. Control the minds of hosts, feast on their dead, and unlock powerful mutations in your quest for world domination.

The Sporelings' arrival, aboard the Dark Spore, is sure to wreak havoc on any habitable planet you happen to crash on. But beware, the Exalted are coming!

Sporelings

Sporelings are tiny alien oozes that eat worlds whole. They move from planet to planet, stripping it to its core before blowing it up to reseed the universe again. When a planet is destroyed, it sends out trillions of Dark Spores into the universe - a chunk of material from the planet carrying Sporelings in a deep cryostasis. Most Dark Spores float through space for eternity, others get sucked into black holes and suns. Very few ever make it to the surface of a habitable planet.

Once a Dark Spore lands on a habitable planet, the Sporelings emerge to infect the minds of this planet's Hosts and feast on the flesh of their dead.

A **Host** is a living creature with a mind that can be infected.

An **Infected Host** is a Host being controlled by a Sporeling.

They are a parasitic species with unique abilities that make them very good at destroying planets and the creatures that live on them.

Abilities

Infect Host

You can possess the mind of a Host by crawling inside its head and wrapping yourself around its mind, taking over its nervous system, controlling it like a puppet. Once a Host has been infected by the ***Infect Host*** attack, you use its stat block for as long as you are infecting it. You must be conscious and inside its head in order to infect and control it.

As an Infected Host, you possess the physical skills, senses, knowledge, and memories of that creature while maintaining your own personality and mental faculties. You retain your CHA stat and deception proficiency as a Sporeling. You also retain your ability to communicate telepathically.

Telepathy

You have the ability to communicate with other Sporelings and Infected Hosts telepathically within a range of 60ft.

Tiny

Due to your size, it's easy for you to hide in small places. As a Sporeling, you may use a ***Reaction*** to take half cover (+2 to AC and DEX saving throws) from ranged attacks made against you from 30ft or more.

Amorphous

With a squishy body, you can squeeze into small spaces and hide yourself easily. You can cast Disguise Self as a Sporeling at will.

Spider Climb

Adhering well, you can climb difficult surfaces, including upside down on ceilings.

Apex Predator

Identifying and targeting increasingly stronger or influential Hosts aids you in your quest for world domination. If you are within 30ft of it, you know its challenge rating.

Insatiable Hunger

Possessing the mind of an Infected Host consumes a lot of energy and drives an insatiable hunger for flesh within you. As an Infected Host, you may consume dead bodies during a short rest and heal for the amount of health you consume. You may heal your Infected Host or your Sporeling in this way. A dead body provides health equivalent to its max HP.

Sporelings cannot heal by magic, potions, or rest. This is the only way to regain your Sporeling's health.

Hardcore Feast Mode (Optional)

This is an optional rule suggested for experienced players who want to increase the difficulty of the game. As an Infected Host, you must consume at least 5HP of flesh every short or long rest, or your Infected Host gains a level of exhaustion. You must consume at least 20HP over a short rest to remove a level of exhaustion.

Pack Hunters

As Infected Hosts, you may team up to restrain a target creature by dogpiling its condition from grappled to prone to restrained.

1. Grappled
2. Prone
3. Restrained

A Host is prone if grappled by 2 Infected Hosts. A Host is restrained if grappled by 3 Infected Hosts or is affected by both the grappled and prone conditions by at least two Infected Hosts. At least one of those Infected Hosts must be the same size as the target or larger in order for this to work.

An Infect Host attack against a Host restrained in this way automatically causes them to fail both the attack and their saving throw, immediately becoming an Infected Host you control. Using Kiss of Death will allow you to infect the host while you are also helping to restrain it.

Events

Rundown

When a host flees and exits the map, and a player can exit the map on the same turn, it triggers a Rundown. Make contested DEX throws, best 2 out of 3 wins. If you win, you may choose to kill or infect the host automatically. Otherwise, the host escapes.

Death

If your Sporeling dies, you can regenerate as a new one back at the Dark Spore. Shortly after the crash, additional Sporelings that were late to awaken can spawn. Once there are dead Hosts decomposing underneath the growth, they act as incubators for new Sporelings to grow.

Every time you come back as a new Sporeling after death, you permanently have one less mutation. If the Dark Spore is destroyed, all Sporelings die with it.

Infecting a Host

As a Host takes more damage, it becomes easier to infect with the ***Infect Host*** attack:

Health Remaining	Saving Throw:
50%+	CON 8
25-49%	CON 12
1-24%	CON 16

Exiting a Host Body

You can willingly leave an Infected Host as an ***Action*** on your turn. If you do, you may hide as a ***Bonus Action***.

When an Infected Host is reduced to 0 HP, your Sporeling is ejected from the body.

If you don't play Hardcore Sanity Mode, Hosts remain unconscious after you leave their bodies.

Stat Block

Tiny Ooze, Chaotic Evil

(Stat Block_v2.31)

HP: 22

AC:14

Speed: 20 (climb)

Attributes:

- STR 6 (-2)
- DEX 15 (+2)
- CON 14 (+2)
- INT 14 (+2)
- WIS 12 (+1)
- CHA 19 (+4)

Languages: Deep Spore, telepathy with other Sporelings 60 ft.

Senses: Tremmorsense 30 ft.

Condition Immunities: Charmed

Deception +5, Stealth +6

Abilities

- Spider Climb. You can climb difficult surfaces, including upside down on ceilings.
- Apex Predator. If you are within 30ft of a Host, you know its CR.

Actions

- **Necrotic Bloom.** Releases a cloud of sooty smoke in a 5 ft. radius. Any creature in the area must make a DEX (14) saving throw or take 1d6 + Y necrotic DMG. On success, you may Disengage as a **Bonus Action**.
- **Infect Host.** Melee Attack (5ft). +2+Y to hit, 1d4+Y necrotic DMG. The creature must succeed on a CON saving throw or become an Infected Host you control. If the DMG you do with Infect Host drops the creature to 0HP, they instead fail their save and become an Infected Host you control

The Dark Spore

The Dark Spore is the vessel that carried you safely to this new planet. It is your lifeforce. You must protect it, and it will protect you. The Dark Spore spreads an infection to the planet from the spot it crashes. Dark, knotted, and twisted roots begin to grow outwards from it until they stretch across every inch of the planet.

Your mission is to feed the Dark Spore. Capture the planets' Hosts and bring them back, dead or alive, for it to feast on. Once within its roots, the Dark Spore will entangle bodies, drag them in, and drain them of their life force.

Spreading the Infection

The more the Dark Spore consumes, the stronger it gets, unlocking powerful mutations along the way. Place bodies within the infected area for it to consume. When enough is consumed, the roots will expand and unlock new abilities for the Dark Spore to defend itself.

Sacrifice Hosts with a total Max HP required for each level as follows:

1. 10HP
2. 30HP
3. 50HP
4. 100HP

Dark Spore Abilities

1. Black, ooze-covered roots spread out from the Dark Spore with a diameter of 55ft. This is difficult terrain. Sporelings and Infected Hosts are immune to this effect.
2. At the top of the round, any Hosts standing in the area must make a DEX (12) saving throw or be grappled by the roots. The roots expand to 85ft.
3. At the bottom of the round, any Hosts grappled by the roots are dragged 10 ft towards the Dark Spore. The roots expand to 115ft.
4. If they are within melee range of the Dark Spore at the start of their turn, the roots begin to ensnare them, doing 6d6 necrotic DMG. The roots expand to 145ft.

Unlocking Mutations

As the Dark Spore grows and increases in power, it causes the Sporelings to mutate. When you crash land on the planet, choose your first mutation. Unlock a new mutation every time the Dark Spore mutates. You may have up to a maximum of 5 mutations.

Suspicion

Beware, some Mutations may disfigure your Infected Host's face and body, causing other Hosts to be cautious of your presence, based on **suspicion rating**:

- **Low** - Hosts will mention to you that you don't look well in conversation and be suspicious of you, you roll Deception checks with disadvantage.
- **Medium** - Hosts will cautiously keep their distance and may get violent if you get too close, based on the Host and at the DM's discretion.
- **High** - Hosts are either immediately hostile towards you or afraid of you - based on the Host and at the DM's discretion.

Mutagens

Mutagens allow you to change the odds in your favor. You may use a Mutagen to reroll any die - to hit, save, or do DMG. You may do so once per turn. You have a number of Mutagens equal to your Sporeling's total number of mutations. You gain a new one when you mutate and regain one after a short rest.

Mutations

You must first unlock a base ability before upgrading it:

...

Y = total mutations

Z = class mutations

Thick Ooze. Increase your Sporeling max health by +5Z and your Host max health by +10Z. This is a pool of health that acts like Temporary Health. As an Infected Host, you may protect an ally who is within 5ft of you as a **reaction** by taking the DMG they would have received from a melee attack.

You may upgrade this ability to **any** of the following:

- **Reanimation.** You can now infect the dead body of a Host and reanimate the corpse. However, you visibly look ill (low suspicion). The Host body has 1HP.
- **Regenerative Tissue.** Heal yourself, another Sporeling, or an Infected Host you can touch for Yd4 HP as a **bonus action**. You have Y charges and regain them all after a short rest.

Hunter Mutagen. Your speed, stealth, and tremorsense are doubled as a Sporeling. You can use Spider Climb as an Infected Host and can leave its body as a **bonus action**. If you enter a Rundown, add Y to your rolls. Increase the Infect Host CON saving throw by Z.

You may upgrade this ability to **any** of the following:

- **Kiss of Death.** As an Infected Host, you may make an Infect Host attack on a grappled, prone, or restrained creature as a **bonus action**. As a Sporeling, if you succeed on an Infect Host attack but they pass the save, they must run at least 10ft away from you at the start of their next turn out of fear.
- **Flying Leap.** If you, as an Infected Host, run in a straight line at least 15ft, you can make a special leap attack, jumping a bonus of 15ft. to pounce on an enemy making a melee attack. On hit, the target must make a DEX (12) saving throw or be knocked prone. The target is grappled on a successful throw.

Infected Lungs. When casting Necrotic Bloom as a Sporeling, add Y to the saving throw. You may cast Necrotic Bloom as an Infected Host in a 10ft cone as a **bonus action** and creatures take half as much damage on a successful save.

You may upgrade this ability to **any** of the following:

- **Plague Breath.** On a failed save, the creature also takes one level of Exhaustion.
- **Ooze Mucas.** Any creatures hit by Necrotic Bloom suffer the effects of the [Darkness](#) spell until the start of your next turn or until they leave the affected area. Sporelings and

their Infected Hosts are immune to the effects of this spell. Your neck becomes swollen with large dark pustules (medium suspicion).

Mutated Arm. You may add Y to your Infected Host's STR modifier (max 5). As an Infected Host, gain a powerful ooze arm but your mutation becomes visible (high suspicion). You may attack with it as one of your attacks on your turn. Melee: +(STR + Y) to hit, (1d10 + STR + Y) bludgeoning DMG. Target must make a STR (14) saving throw or be grappled.

*You may upgrade this ability to **only one** of the following:*

- ❖ **Pseudopod.** Extend the length of your arm up to 15ft at will. You can reel grappled objects the same size as you or smaller closer to you as a **bonus action**
- ❖ **Necrotic Blade.** Morph your necrotic arm into a long blade at will. Melee: +(STR/DEX + Y) to hit. (1d8 + STR/DEX) slashing DMG + Z6 necrotic DMG. If you're grappling a creature, and attack with Necrotic Blade, you must release the grapple to do so.
 - **Spread the Infection.** Cast [Ensnaring Strike](#) as a bonus action. Heal for the amount of DMG this spell does.

Enhanced Telepathy. You can speak to a Host telepathically. Your telepathy range increases to 60ft, and you can use this ability as either a Sporeling or Infected Host. You speak to them in a language of your choice that they understand. You may use CHA as your spell-casting modifier.

*You may upgrade this ability to **any** of the following:*

- **Trickery.** Add Y to your deception bonus. You may cast the [Command](#) spell once per hour. You may cast [Thaumaturgy](#) at will. This is an illusion that a single target experiences in their head.
- **Instill Fear.** Whisper in the ear of a Host you can touch. It must make a CON (14) saving throw. On a failed save, it becomes Incapacitated until the start of your next turn. The creature is now Frightened for 1 minute. You may use this ability once per short rest.

Sporeling Invasion | Playing the Game

The game starts shortly after the Dark Spore strikes the planet's surface.

Your mission: Thirst for power, hunger for flesh, conquer this planet, and seed the universe with the Dark Spore's infection! Just do so before the Exalted show up!

When the Dark Spore falls from the sky in a bright fireball, it will catch the attention of any nearby Hosts. They will be curious at first, some being as bold as to investigate the area. Rumors will spread quickly. Their curiosity will quickly evolve from concern to fear and chaos. As the Hosts of this planet learn more about the Sporeling invasion, they will deal with it accordingly.

Intrigue & Intel

As you interact with Hosts, they will gain specific intelligence on you, the Dark Spore, and your abilities. If that intel is shared with a Faction, it will impact how Hosts from that Faction interact with you. Each piece of intel will increase the Alert Level of a Faction, escalating how they deal with the Sporeling Invasion.

Factions may share intel with one another based on their relationship. Enemy Factions likely will not. Each Faction will act according to its nature and the circumstances. Some will want to eradicate the Sporeling invasion, others will leave their homes and flee in fear, and fewer who are diabolical enough may see you as an ally.

INTEL	FEAR
HOSTS “People go crazy when they get close to that rock that fell.”	10
“They start killing and eating people!”	25
“They’re mutating...”	15
SPORELINGS “There are black ooze creatures that come from it.”	5
“It tried to crawl in my mouth!”	20
“They take over your mind! We don’t know who’s infected!”	40
DARK SPORE “They’re dragging bodies back to the crash site.”	30
“It’s feeding on our bodies!”	40
“It’s growing, killing the land.”	50
“We need to stop it!”	-

Every time a Faction learns a piece of Intel, increase its Alert Level by the number associated with the piece of Intel.

Fear Level

As a Faction's Alert Level increases, it will respond to and engage the Dark Spore and Sporelings accordingly.

You start the game at an alert level of 0.

FEAR LEVEL	EFFECT
CONFUSION (0)	Factions are curious about the fireball in the sky and may send people to investigate the area.
DANGER (30)	Factions will begin studying the area in more detail.
CHAOS (90)	Factions begin to panic and get ready to take action.
FEAR (150)	Factions will try and destroy the Dark Spore, abandon their homes and flee, or attempt to join the Dark Spore based on their alignment
DAWNBREAK	Shortly after The Exhalted show up

If a Faction attacks the Dark Spore and starts losing, the Exhalted will come to their aid.

The Exhalted

The Exhalted often manifests as an angelic being but it is a much deeper power of the universe unknown. It seemingly exists for no other reason than to eradicate the Sporeling race. Scholars have described it as the self-healing of the universe. A metaphorical antibody fighting back against this all-consuming parasite from outer space.

When the Dark Spore's influence started reaching far and wide across the universe, a religious uprising occurred simultaneously across space and time, crippling the Sporeling empire. Now, you are on the run from the Exhalted as it hunts down every last Sporeling.

It is always watching, always tuned in - waiting for a Sporeling to seed itself on a new planet. Ready to extinguish it before it has time to fester.

When a planet revolts and rises up against the Sporeling Invasion, it summons the Exhalted to their side. The Exhalted will attempt to destroy the Dark Spore.

The Exhalted manifests as an angelic being at least $1CR + X$ higher than the highest CR creature the party controls at the time it appears. Select from the options below or use any angelic being of your choice.

Exhalted	CR	HP
Deva	10	136
Planetar	16	200
Solar	21	243
Empyrean	23	313

The Exhalted has temporary HP equal to 25 times the number of players there are when it shows up. It can not be infected by a Sporeling.

When the Exhalted scores a critical hit on an Infected Host, the Sporeling must make a WIS saving throw equal to its CR or be ejected from the body and knocked prone.

Smashing the Spore

When the Exhalted shows up, a beam of light drops from the heavens like an anchor. The Dark Spore creaks out a low vibration in agony. At the top of every following turn, the beam of light falls again, smashing the Dark Spore further. The Dark Spore can only take 5 hits before it's destroyed, and all Sporelings die.

Session 0 | Running the Game

Character Creation

Fill out your character sheet with your Sporeling's name. Then roll for initiative to build your story.

Bonds

In turn order, roll a 1d4 to see what type of bond you have with other players at the table:

1. you are married to the player after you
2. you secretly hate the player after you
3. you always have to one-up the player before you
4. you would sacrifice yourself for the first player if it came to it

Once players are ready with their character sheet, start the game by narrating the **Crash Landing** scene. Using this as an opportunity for players to introduce their characters to the rest of the party aboard the meteorite as it enters the atmosphere.

Crash Scene

The game begins as you crash land on the planet.

[You're awakened suddenly from a deep slumber. The meteoroid begins burning up in the atmosphere, heating your body as you start to melt, once frozen at the core of this rock. Asleep for millennia, you can't think straight. Then, you're flooded with memories. The Exhalted destroying your home world, escaping just in time.]

As you try to focus, you can sense your crew amongst you, just coming out of cryostasis themselves.]

Intros

Take time to introduce your Sporelings. Engage your bonds and reveal your Sporeling's backstories. What are their war stories? What worlds have they previously conquered and what have they seen? Give players a chance to roleplay and interact with one another.

[All of a sudden, the roaring of the meteorite burning up in the atmosphere cuts out as you reach terminal velocity, free-falling to the planet below. You brace for impact.]

CRASH!!! The meteorite smacks into the face of the planet - the deafening sound of dirt and rock being torn and thrown aside as you skid to a halt on the surface. Silence.

As you emerge through the surface of the meteorite, you can feel the heat dissipating off its surface. You look around to see your new home...]

How to Run a Sporeling Invasion (DM Guidelines)

Sporeling's Guide to the Universe is a set of rules that is playable with any DnD 5e Campaign Setting. Rather than players having characters in that campaign, they instead play Sporelings arriving on the Dark Spore.

Where would it fall? Who would be the first to see it? How would they react? How would rumors spread? Use their Fear Level to help guide their response to the Sporeling Invasion.

A Sporeling Invasion should not happen in a campaign setting where your players already have characters. This may result in a meta-gaming issue where players are both their characters and the enemies they are facing... unless that's intentional :)

Appendix

Scaling Combat

AotS is meant to be difficult. In combat, Hosts should have a number of turns per round equal to the number of players. Each Host takes one turn per round. If there are fewer hosts than players, hosts take Legendary Actions as additional turns in a round.

Sample Turn Order:

1. Player 1
2. **Host 1**
3. Player 2
4. **Host 2**
5. Player 3
6. **Legendary Action**
7. Player 4
8. **Legendary Action**
9. Player 5
10. **Legenday Action**

Group similar Hosts and have them all take their turn together to maximize the number of Legendary Actions.

No Shows

Scheduling is hard. Here are some fun reasons to explain what happens to their Sporeling when a player can't make it to the session. Here are reasons why they may be unconscious:

1. Bit or stung by a creature, the Host's body has a reaction to it
2. Infected Lungs causes pneumonia and knocks them unconscious
3. step on a rake (fields) and it knocks them unconscious
4. a bird poops on your head and you just pout the whole session
5. your host body is allergic to something and goes into shock

In all of these cases, the host's body falls unconscious with the Sporeling trapped inside.

Character Sheet

[Download the PDF here.](#)

Current version: v1.3

ATTACK!
OF THE
SPORELINGS

Name Template_v1.3

Bonds

Flaws

Mutations

○	○	○			
○	○	○			
○	○	○			
○	○	○			

Sporeling Abilities

Host Abilities

Loot

Temp HP

Sporeling HP

Mutagen

Suspicion

Host (CR)

Temp HP

CHA

Ooze HP

Host HP

Host Stats