

Mike Elliott

THUNDERSTONE[®] QUEST

WHAT LIES BENEATH QUEST 6

Set Design by Bryan Reese

RULEBOOK &
QUESTBOOK



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A game by Mike Elliott For 2–6 players, ages 14 and up

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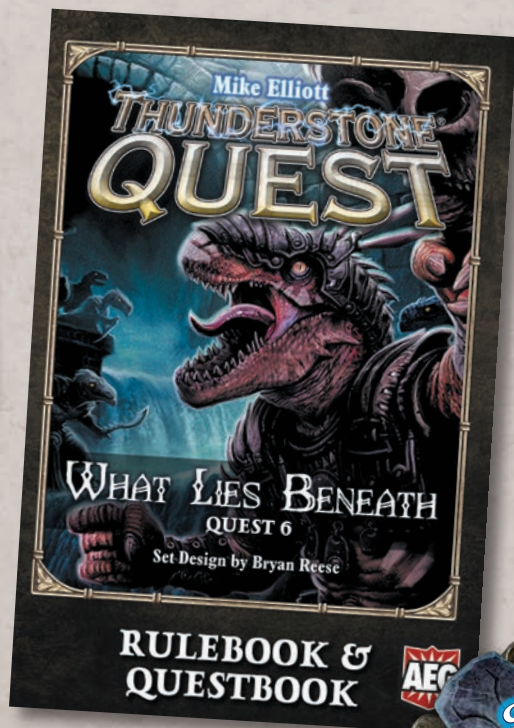
INTRODUCTION

What Lies Beneath is an expansion product for *Thunderstone Quest*®. Rules for new components start on page 4. Those who are familiar with these components can skip directly to the Questbook on page 6.

UNPACKING THE BOX

This box should include the following components. If it does not, please visit our website at <https://alderac.com/customer-service> for assistance. Please note that this is an expansion to *Thunderstone Quest* and is not a stand-alone game.

- 1 Quest 6 *What Lies Beneath*, the full contents of which are featured in the Questbook (see pages 7-8)
- 1 copy of each Monster, Hero, Item, Spell, and Weapon from *What Lies Beneath*, to be used in Epic Mode
- 1 *What Lies Beneath* Rulebook/Questbook



PRESTIGE CLASS BOARDS

Prestige Class boards are dual-sided: One side for use in Barricades Mode (cooperative play) and one side which may be used (optionally) in competitive games. Rules for Barricades Mode are covered in the *Barricades Mode* expansion's Rulebook. When playing competitive games, a new 11b setup step for the *Thunderstone Quest* Rulebook is added to the end of step 11. Starting with the first Champion and proceeding in turn order, each Champion may choose 1 Prestige Class with which to play. Then Champions select their Side Quests and/or Guild Sponsorships as normal.

Prestige Classes are a new board that allows you to train in a specialized class, gaining new powers as you gain Ranks. The training section (top) of each Prestige Class board explains how to gain 1 Rank (↑) in your Prestige Class (1) or potentially 2 Ranks (↑↑) at once (2). The Rank numbers (3) are to the right of the cost. These Ranks cost to gain, as listed on the left-hand side of the board within the Rank to which you are going (4). You must pay the cost of each Rank you gain. If the listed cost cannot be paid that turn for the 1 or 2 Ranks you earned, the new Rank(s) are not gained. You do not start with any Ranks in your Prestige Class, and Ranks must be gained in order; they cannot be skipped. When a Rank is gained, it will unlock new powers for your benefit (5). Sometimes, this may give you a new ability ready to use that turn, such as a **SPLOITS** ability.

Monster Hunter 1

↑: Defeat 1 **U**+ Monster that deals you a **WOUND**.

↑↑ or ↑↑↑: Defeat 1 **U**+ Monster, but without a **U** HERO.

(Once per turn, after you complete 1 of the above, pay the cost listed below for each of the 1 or 2 new Ranks, or nothing is gained.)

RANK	1
0	You may ignore A effects from Monsters.
1	DUNGEON Discard 1 U + HERO to heal 1 WOUND .
2	This Prestige Class is worth 6 (when the game ends).
4	When you gain this Rank, gain the LEGENDARY HERO Sladrek the Weretrog.
5	Your LEGENDARY HEROES have +1.
6	This Prestige Class is instead worth 3 per Rank you have.
7	When you gain this Rank, gain the LEGENDARY HERO Alpha Prince.
8	VILLAGE OR SPOILS Put 1 LYCANTHROPE HERO on top of your deck.
10	After the first time this game you defeat the GUARDIAN , take an extra turn.

IV HEROES

IV Heroes are an optional addition for *Thunderstone Quest*, giving you the opportunity to train your Heroes even further, making them even more powerful than ever before.

Even though IV Heroes are Legendary cards, they function in exactly the same way as other experienced Heroes. When you choose the cards you are going to play with during setup, place the IV Heroes at the bottom of their respective Hero stacks, below the 2 III Heroes. Only play with 1 copy of each IV Hero. While not in use, store the IV Heroes in the box with their respective level 1-3 Heroes.

You can level your III Heroes into IV Heroes in exactly the same way as you level other Heroes. This will usually cost 5 XP (the current Hero's printed level +2).

VII GUARDIANS

The *Barricades Mode* expansion introduced VII Guardians, giving the players a cooperative challenge to overcome in order to save the Village and claim victory. The VII Guardian for the *What Lies Beneath* Quest is included for use when playing the *Barricades Mode* expansion. The solo version of Hive Mind is used during solitaire games, and the co-op version is used during regular cooperative games.



HIVE MIND

Hive Mind controls all that it sees, and the Champions are no different. It will scramble your decks up, discarding your cards into other Champions' discard piles, making your decks too inefficient for battling. You might even find brainless, inexperienced *Adventurers* following you around, clogging up your deck. Against a solo opponent, it has a different bag of tricks.

DIFFICULTY: 🏆🏆🏆🏆

DISEASED WOUNDS

Diseased Wounds are a new type of Wound card. Permanently shuffle these together with the *Festering Wounds* to form the Wound card deck. Draw from this combined Wound deck when required in all modes of *Thunderstone Quest*. Put destroyed Wound cards on the bottom of the deck.

QUESTBOOK

 QUEST 6

WHAT LIES

BENEATH





QUEST 6:
WHAT LIES BENEATH
QUEST CARD LIST



HEROES

15x Graeme Crawford
15x Khomros
15x Ophialyn the Tracker
15x Runiva Highstone
15x Uvina the Delver
15x Wiltran Proudmore

ITEMS

8x Bracers of Cleansing
8x Neverending Rope Spool
8x Studded Leather Shirt
8x Wand of Illumination

SPELLS

8x Acid Burst
8x Ascendance
8x Cure Disease
8x Haste

WEAPONS

8x Bastard Sword
8x Battlepick
8x Cleaner's Net
8x The Five Points

I MONSTERS

10X DRAIN DWELLERS

2x Alligator
2x Black Swine
2x Mutated Frog
2x Raccoon Ravager
2x Sewer Snake

10X PLAGUE RATS

10x Plague Rat Swarm



MONSTERS

10X GHOULISH SCAVENGERS

2x Elthrakk
2x Ghoul Champion
2x Ghoul Glutton
2x Ghoul Scrounger
2x Queen Nerrigogg

10X SEWER TROGS

2x Chief Gis'rozal
2x Trog Berserker
2x Trog Cleric
2x Trog Scout
2x Trog Weaponmaster



MONSTERS

10X SHAPELESS SPAWNS

2x Aberrant Lurker
2x Glom
2x Mindless Trog
2x Spawning Pod
2x Tentacula

10X WASTE WYRMS

2x Giant Centipede
2x Muck Leeches
2x Purple Worm
2x Shocking Eel
2x Spectral Worm

QUEST CARD LIST [CONTINUED]

GUARDIAN

HIVE MIND



LEGENDARIES

1x Meteor Shower
1x Sladrek the Weretrog

TREASURES

1x Hendrik the Brainless
2x Treasure Cache
1x True Vision
1x Ward of Healing

PRESTIGE CLASS

1x Monster Hunter

SIDE QUESTS

1x Avoiding the Plague
1x Dominate the Weretrog
1x Plague Doctor
1x Research the Legend
1x Treasure Hunter

OTHER

24x Diseased Wound Cards
7x Guardian Guides
26x Paper Dividers
26x Plastic Dividers
24x Randomizers
20x Spare Adventurers

DUNGEON ROOMS

Junction 
Rat Nest 
Ghoul Nest 
Trog Village 
Arches 
Catacombs 

RISEN FROM THE MIRE



Some of the Adventure Card Lists feature cards from Quest 3: *Risen from the Mire* and Quest 1: *A Mirror in the Dark*. If you do not own the expansion, replace the cards with a similar type from another Quest that you own. For example, *Regalen* from *Risen from the Mire* could be replaced with another Wizard like *Runiva Highstone* from this Quest or *Scathian* from Quest 1: *A Mirror in the Dark*.

LOOK OUT BELOW

By Brett Satkowiak

Things have changed around the Keep since the Eruption, the day when the land threw its fit unexpectedly, like a wounded animal. Traffic has certainly picked up. Traders sought new opportunities, forging new allies. Cartographers planned expeditions to explore the shifted landscape. Treasure seekers chased rumors of fortunes unearthed. And adventurers of all sorts stood ready to find their place in the middle of it all.

It's a new world, filled with opportunity ... which is where you come in. The days of Elder Rennard are over, and so have gone the Champions he used to protect this place. A handful have risen to the top to fill the void. For better or worse, the locals look to you and the other new "champions" to help keep everything safe and upright around here. It's precisely that purpose that has brought you to the marketplace today, smiling politely as you scan the area for anything out of the ordinary.

Suddenly, a scream shatters the peaceful murmur that surrounds you. You head toward the sound, turning a corner just in time to see the second creature emerge from the hole in the cobbled street. It was scaled like a lizard, but walked like a man, as big as one too. Straps of cloth, adorned with various bones and tokens, hung from its lean body. But the thing that strikes you the most isn't the crude appearance or the jagged axe it just plunged into the back of one of the merchants. It's the look on the thing's face; it may be covered in scales with dark, slitted eyes, but fear looks the same on any species.

You draw your sword and leap forward, thrusting the blade deep into the thing's chest.

Your focus on the desperation in the monster's dying eyes causes you to miss the axe of another attacker swinging down toward your neck. Instead, the only warning you hear is the clang of metal on metal. Turning, you see one of your fellow Champions with her own blade holding the axe back. She draws her bastard sword back up and away before bringing it back down across the creature's front in a spray of dark blood.

"What on earth are those things?" asks another Champion who just arrived with two of the town guards.

"I don't know." You grimace as you pull your sword out of the dead creature. "But I got the impression they didn't want to be here any more than we wanted them to be. They came from one of the drains."

"That's the old city," says the fourth of your fellows, emerging from an alley behind you. "The cleaners are supposed to keep whatever lives in those ruins down there."

"I suppose we should have paid more attention to the reports of some cleaners gone missing."

"Indeed. The natives appear to have grown restless."

"Which means something has changed down there," the female Champion interjects. "Something that's scared these creatures enough to drive them to the surface."

There is a moment of silence as you all step closer to peer into the dark hole in the street. It seems you'll all have to work together to find out what lies beneath Thunderstone Keep.



LOOK OUT BELOW

ADVENTURE CARD LIST

HEROES



**Gaeme
Crawford**



Regalen
(Found in Quest 3:
Risen from the Mire)



**Uvina the
Delver**



**Wiltran
Proudmore**

ITEMS



**Bracers of
Cleansing**



**Neverending
Rope Spool**



**Wand of
Illumination**

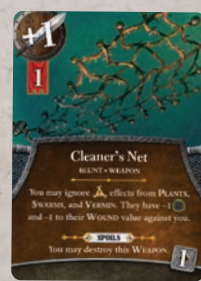
WEAPONS



Bastard Sword



Battlepick



Cleaner's Net

SPELLS



Acid Burst



Haste

MONSTERS



Plague Rats



Sewer Trogs



Waste Wyrms

GUARDIAN



Hive Mind **IV**

ROOM TILES

Junction



Rat Nest

Ghoul Nest



Trog Village

Catacombs



Arches

Hive Minds's Lair



Hive Mind's Lair
Co-Op Mode

THREAT LEVEL **I** **2** **3**

1 2 3 4 5 6 7 8

IV

PSYCHIC STAB
You may discard **1** Hero. Add **1** unless you discarded your highest **HP** Hero, or add **2** if you did not discard a Hero.

CONFUSION
Discard **1** non-**WOUND**, non-**WOUND** card. Add **1** if you discarded an ITEM or TROOP.

AWED DEVOTEE
Add **1**. Gain **1** Hero (into your discard pile).

Each turn before placing Champions, each Champion rolls **1** as the Threat Level indicates. Advance the Threat token forward 1 space when each turn ends. When there are no more spaces to advance, flip this Lair over.

DESCENT INTO DARKNESS

By Brett Satkowiak

The tunnel expands before you, emptying its water into a cavernous space, filled with light from some unseen opening high above. A number of other tunnels meet here as well, lining the walls with cascades that gather some 30 feet or so below you. Centered in that pool of water and waste is something you never imagined to find when your party first entered the ancient tunnels beneath the Keep -- an entire village, built from driftwood and dried vegetation, ruined stone and bone.

Ophialyn crouches low over the edge, her eyes scanning the village with her magic sight. "There are dozens down there, perhaps hundreds," she whispers. "All of them like the reptiles that attacked the Keep. It seems this is their home."

"Swell," growls Graeme. "Maybe now we can get some answers so we can finally go home."

"That is the hope," you mutter, looking down over the area yourself. "Everything seems peaceful enough here. I don't see any reason for them to seek the surface like that. But something scared them enough to push them to it. I can only --"

"Wait!" Ophialyn interrupts. "They're not alone."

Your party grows silent for several moments as the sound of crude horns begins to echo through the cavern. The doors of the various buildings erupt, spilling the reptilian creatures out onto the walkways and into the pool below. Uvina draws her picks and readies herself alongside Graeme as he unsheathes his sword. "We've been seen!" he curses.

"No!" Ophialyn holds up her hand. "It's not us. Look!" She points down below as a dark figure emerges from one of the shadowed passages. It is tall and slender, with purple spikes extending from its shoulders, framing an enlarged head with glowing eyes and no mouth. The figure walks casually to

a central platform, carrying what looks like a large, mucus-covered egg, matching the color of the intruder's skin. He places it down in the middle of a central area as the troglodytes continue their panic. A few brave warriors attempt to confront the attacker, but they are quickly dispatched with a wave of the thing's hand.

You all glance at each other in cautious curiosity as the dark figure steps forward, extending a hand over the egg-like object. From this distance, all you see is a violet mist seep from the top of the egg and begin to swirl throughout the village. Those unfortunate enough to encounter it quickly fall to the ground, writhing in what you interpret as suffocation until they lie still.

"As if things weren't ugly enough," Graeme grumbles. He tears a piece of cloth from his tunic and ties it around his neck, lifting it to cover his nose and mouth. "A foe that can bring us down just for breathing."

"No!" Uvina gasps. "They're not dead!" Sure enough, you focus your eyes to see that the fallen figures have begun to rise. Purple growths have become visible in patches beneath their scales, as they lumber sleepily toward the mysterious figure. Slowly, the alien creature looks around at the trogs gathering around it ... and then up at you. Terror washes over the entire party as the risen trogs crane their heads as one to do the same, like an extension of their new master's movement. They continue to glare menacingly, as the figure retreats back into a darkened tunnel. Suddenly, the trogs gather whatever weapons they find around and begin charging off in another direction. Deep down, you know where they're headed.

It's clear now that the trogs weren't your real enemy. The only way closer to the truth is to track down that shadowy figure. Onward, Champion!



DESCENT INTO DARKNESS

ADVENTURE CARD LIST

HEROES



Baharan

(Found in Quest 3:
Risen from the Mire)



Khomros



**Ophialyn the
Tracker**



**Runiva
Highstone**

ITEMS



**Crystal of
Scrying**

(Found in Quest 3:
Risen from the Mire)



**Neverending
Rope Spool**



**Studded
Leather Shirt**

SPELLS



Acid Burst



Ascendance



Charm Monster

(Found in Quest 3:
Risen from the Mire)



WEAPONS



Boomerang

(Found in Quest 3:
Risen from the Mire)



**The
Five Points**

MONSTERS



**Drain
Dwellers**



**Ghoulish
Scavengers**



**Waste
Wyrms**

GUARDIAN



Hive Mind



ROOM TILES

Junction



Rat Nest

Ghoul Nest



Trog Village

Catacombs



Arches

Hive Mind's Lair



Junction



Rat Nest



Ghoul Nest



Trog Village



Catacombs



Arches



SECRETS UNEARTHED

By Brett Satkowiak

“So tell us, Runiva,” you say, looking intently back and forth between the two tunnels before you. “Which way now?”

The dwarf waves her hand over her map, consulting the various runes and tracking magical lines across its surface. “I’m afraid I don’t know,” she sighs. “We’ve reached somewhere these maps have never seen before. Wherever we are, it’s older even than the cities buried beneath the Keep.”

“And even more forgotten it seems,” a voice echoes around you. You look around for the source, only to see that everyone else is just as confused.

Khomros places his hand to his temple, wincing in pain. “The voice,” he groans. “It’s not in your ears, but your mind. Many creatures beneath the waves speak it, including tritons. But this ... this is different.”

“Can you tell where it’s coming from?” you ask. He nods, strengthening his grip on his trident, and points toward the right tunnel. You signal the others, who pick up the torches and move with you down the dark, rugged path. The ground beneath you is split by a crack that deepens and widens as you walk. Soon, the floor, ceiling, and everything in between becomes covered with a purple mold, increasingly spotted with the bizarre pods you’ve encountered along the way. Before you reach the opening, it becomes impossible to recognize anything around you

as natural or familiar.

“What IS all this?” Wiltran asks, a disgusted look on his face.

“I think it’s that,” you say, pointing down into the crack below. The torchlight shimmers along a slippery surface within the crevice that shifts and pulsates as if it were alive. As you follow it along the crack, you notice that the walls around you are lined with similar openings and you realize that the entire party is surrounded by the blob-like mass of slime, teeth, and tentacles barely contained by the rock walls.

“It is ... us,” the voice echoes in your mind once more. The figure you’ve been chasing emerges from the darkness before you. “We were reduced to almost nothing long ago, trapped in the rock, suffocating in the darkness. Then the earth shook, and we were free to spread once more.

This one --” The figure motions to itself. “-- was the first spawned from us. Then the others --” The Spawn now motions all around as other forms -- large masses of slimy tentacles, spider-like creatures, and mindless humans and troglodytes covered by the slime of this place -- emerge from the shadows to surround you even more.

“We are one,” the voice in your head echoes once more “... soon you and the rest of the world will be one too.”



SECRETS UNEARTHED

ADVENTURE CARD LIST

HEROES

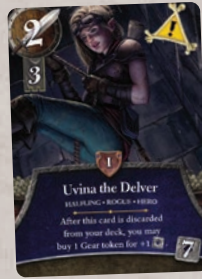


Khomros



Silverhelm

(Found in Quest 1:
A Mirror in the Dark)



**Uvina the
Delver**



**Wiltran
Proudmore**

ITEMS



**Bracers
of Cleansing**



**Studded
Leather Shirt**

MONSTERS



Ensnaring Vines

(Found in Quest 3:
Risen from the Mire)



**Shapeless
Spawns**



Spider Terrors

(Found in Quest 1:
A Mirror in the Dark)



SPELLS



Acid Burst



Ascendance



Cure Disease

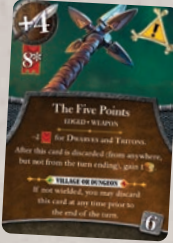
WEAPONS



Battlepick



Cleaner's Net



The Five Points

GUARDIAN



Hive Mind **VI**

ROOM TILES

Junction	I	Rat Nest
Ghoul Nest	II	Trog Village
Catacombs	III	Arches
	IV	



Hive Mind's Lair
Co-Op Mode

THREAT LEVEL **1** **2** **3**
1 2 3 4 5 6 7 8

PSYCHIC STAB
You may discard **1** Hero. Add **1** unless you discarded your highest **WISDOM**, or add **2** if you did not discard a Hero.

CONFUSION
Discard **1** non-**WISDOM** card. Add **1** if you discarded an **Hero** or **TERROR**.

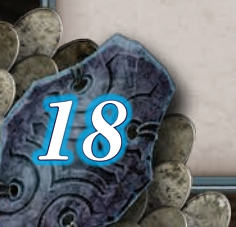
AWED DEVOTEE
Add **1** Hero (into your discard pile).

Each turn before placing Champions, each Champion rolls **1d4** as the Threat Level indicates. Advance the Threat token forward 1 space when each turn ends. When there are no more spaces to advance, flip this Lair over.

CAMPAIGN LOG

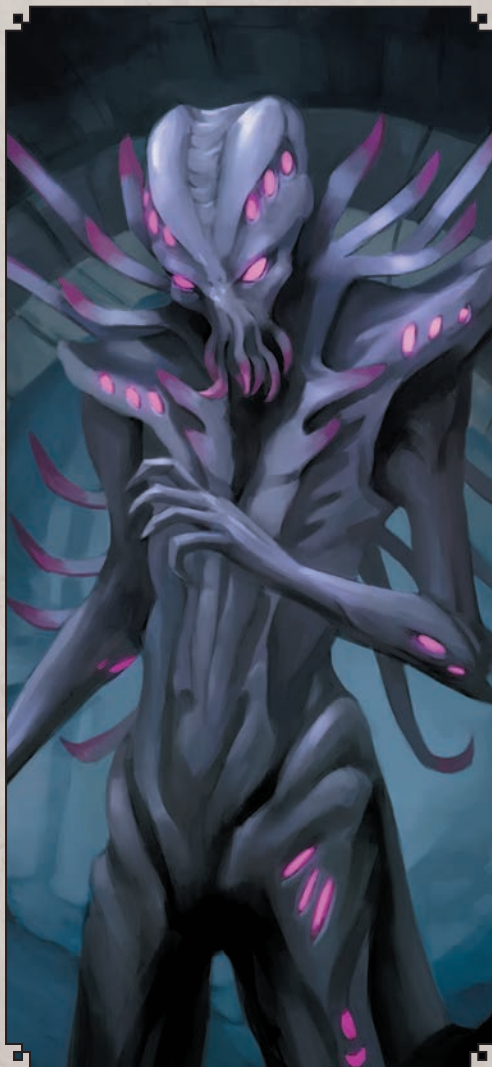
Keep track of your Campaigns over time, recording how many games the Campaign was, the final score, and most importantly, the winner's name.

PLAYERS	WIN/LOSS	DATE
PLAYERS	WIN/LOSS	DATE
PLAYERS	WIN/LOSS	DATE
PLAYERS	WIN/LOSS	DATE
PLAYERS	WIN/LOSS	DATE
PLAYERS	WIN/LOSS	DATE
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HOW MANY LEVELS HAVE YOU CLEARED?



HIVE MIND



FAQ

Alert! Effects

 effects are expanding in use, being featured on many Village cards.

 effects trigger when the card's text normally would not. *Uvina the Delver*, for example, allows you to buy a Gear token when she is discarded directly from your deck. Some Prestige Classes and cards allow you to ignore  effects. If so, choose with each effect whether or not to ignore that effect.



Is Hive Mind immune to Weapons wielded by Heroes as well?


Yes. Weapons usually boost the Hero's Attack value rather than providing their own value.



Does *Studded Leather Shirt* have a Skill requirement?



Yes. Some Items, such as *Studded Leather Shirt*, have a Skill requirement to wield, taking away the Hero's available Skill for Weapons. Like Weapons, if these Items are not wielded, you cannot use their text or values, though they still produce gold.

How do you battle multiple Monsters?

If you are battling multiple Monsters at once (e.g., *Spawning Pod*), you must have a high enough Attack value to defeat all Monsters' combined . Resolve the effects of all Monsters you battle. You suffer the penalties of all Monsters you are battling and, if you win, gain all of their rewards. If a room boosts the Monsters' values, such as Health, XP, or Wounds, it boosts the values of each Monster in the room.



Does the *Black Swine's* After Battle ability give you a choice or do you only gain 1 if you cannot destroy a Weapon?

If you have a Weapon, you may choose to either destroy it or gain 1 . If you do not have any Weapons, you must gain 1 .

