

Three classes:

Mercenary

Engineer

Rogue

Rule Changes:

Nothing really changes except for time period. Also, the only race is Human, for simplicity's sake. And with time changes, there are tech changes. During ranged combat, there are three phases, instead of two. Phase 1: Attack roll, roll to see if you hit. Roll against armor class as normal, and if you don't hit, then you don't follow any of the next steps. Also, every fifty feet you that's -1 on your attack roll. Use your dexterity unless the rules say otherwise. Phase 2: If one does hit, then phase two determines where one hits. The body is divided into three zones: Appendages, Torso, and Head. After hitting, the attacker rolls another d20 to see where the bullet lands. 19 or Higher is Head, 10-18 is torso, and below 10 is Appendages. Use dexterity to determine phase 2. Phase 3: This is where damage is done. Instead of doing damage normally, one will have a bullet where ever it was determined in phase 2. If it's in the head, head armor is consumed or the player dies if they aren't wearing any head armor. If it's in the chest, any light armor is consumed, medium armor takes four hits, and heavy takes eight hits. All melee damage is normal as usual (Clubbing with a pistol is 1d6, clubbing with a rifle is 1d8, and clubbing with a heavy gun is 1d10). Those are the only rule changes as far as I'm concerned.

Mercenary:

1	Concentration, Fighting Style
2	Mercenary Background
3	
4	Ability Score Improvement
5	Background Ability
6	Old School
7	
8	Ability Score Improvement
9	Musical Inspiration
10	Background Ability
11	Gun for Hire
12	Ability Score Improvement
13	
14	Asian Tech Upgrade
15	Background Ability
16	Ability Score Improvement
17	
18	Weapon Specialist
19	Ability Score Improvement
20	Background Ability, Mercenary Specialist

Hit Points

Hit Dice: 1d10 per Mercenary Level

Hit Points at 1st Level: 10 + Constitution Modifier

Hit points at Higher Levels: 1d10 (or 6) + your Constitution Modifier per Mercenary level past 1st

Proficiencies

Armor: Vests, Shields

Weapons: Pistols, Rifles, Simple Weapons

Tools: None

Saving Throws: Strength and Dexterity

Skills: Choose two from the following:

- Acrobatics
- Athletics
- Intimidation
- Survival
- Intimidation

Equipment

You may start with the following equipment and equipment granted through background

- (a) Heavy Vest or (b) Light Kevlar and a night club
- (a) A Sledge hammer and Riot shield or (b) two Baretas and 4 clips of thirty
- (a) A Mjolnir Pistol and 5 clips of 20 or (b) 10 Throwing Knives
- (a) Explorer's Pack or (b) Dugeonneer's pack

Fighting Styles

Duel Pistols: Can make two shots an attack while holding two light pistols

Dodgy: There is an attack you can see or hear, you may roll 1d12. If you roll over a 9, you dodge the attack, if not, the attack still stands.

Melee Fighting: +3 to attack rolls, and +2 to damage when using

Quick Fighting: After making an attack, you may move as a bonus action

Empty Gun Fighting: You may make a melee attack with an empty gun in your possession for double normal damage.

Incapacitator: Nullify any bonuses and get -2 on all phase 2 rolls.

Concentration: You can use you action to focus on a target. When attacking the focused target, you get +1 per Mercenary level on attack rolls and phase 2 rolls. If you are hit while under this state, it breaks your concentration.

Mercenary Backgrounds: Why you became a mercenary. Choose one of the following:

- War Veteran
- Born Fighter
- Hunter

War Veteran:

2nd level:

Hardiness: You get an advantage on Survival and Medicine saving throws.

5th level:

Gun of Choice: Choose a specific gun. You get +3 on all rolls regarding that weapon.

10th level:

Disciplined: Advantage on saving throws against intimidation and resistant to being frightened.

15th level:

Calmness: When under attack, you may Concentrate as a bonus action.

20th level:

Military Stamina: You may move up to triple your normal speed during your turn.

Born Fighter:

2nd level:

Unarmed Fighting Specialist: You get +3 on all rolls regarding unarmed strikes.

5th level:

Martial Arts techniques: Choose one of the following at levels 5, 10, 15, and 20:

- Leg Sweep: When you hit with a melee attack, you can deal half damage and knock your target prone.
- Arm Break: When you hit with a melee attack, you can do double damage and break your target's arm.
- Leapfrog: When you hit with a melee attack, you can springboard off your target and jump up to half your speed.
- Disarm: When you hit with a melee attack, you can deal zero damage, and take your target's weapon. If they have no weapon, you deal normal damage.

10th level:

Evasive action: You can use your concentration to focus on a target. When you focus on the target, you can run around any obstacles, and your speed becomes 100 until your concentration is broken, or you defeat the target.

15th level:

Extra attack: You may make another action.

20th level:

Final Martial Arts techniques: You may use another technique when you land a melee attack.

Hunter:

2nd level:

Bow Specialist: When using a bow, you get +3 on all rolls regarding the bow.

5th level:

Arrow Variety: You choose one of the following arrows at levels 5, 10, 15, and 20.

- Poison Arrow: When the arrow hits a target, the target is poisoned until healed.
- Grappling Hook Arrow: When this arrow fires, it leaves a steel cord behind it up to 150 feet.
- Sleep Arrow: When this arrow hits a target, the target must make a Constitution saving throw of 15 DC. If they fail, they become unconscious, and if they succeed, they stay awake.
- Exploding Arrow: When this arrow hits an object, it explodes and all people within a 10 foot radius must make a dexterity saving throw of 15 DC. If they fail, they take 6d8 fire damage, and half that if they succeed.

10th level:

Bow Melee: If you make a melee attack with your bow, it deals double damage.

15th level:

Barbed Arrows: When you hit a target with an arrow, they take 5 bleeding damage every turn, unless they pull it out. If they pull it out, they take 15 piercing damage.

20th level:

Multi-Arrow Technique: When you make a ranged attack, you can use multiple arrows (this does include different types of arrows) for half the range for each arrow.

Ability Score Improvement: When you Reach levels 4, 8, 12, 16, and 19, you may increase one of your ability scores by 2 or two by 1.

Old School: At level 6, you may add your proficiency bonus on any roll regarding any simple melee, or martial melee weapon.

Musical Inspiration: At level 9, you can get +3 on all combat rolls when music is playing in the background.

Gun for Hire: People recognize you as a proficient killer in the criminal world, and will pay you money for jobs.

Asian Tech Upgrade: You get a one of the following abilities:

- **Rechargeable energy shield:** This shield can take up to 3 hits before you need to recharge it.
- **Energy Weapon Upgrade:** You can upgrade one of your weapons to make it more lethal or give it a higher stun chance. When you attack with this weapon, declare what setting it's on: Stun, or kill. If you hit with a kill attack, it deals half the opponent's health plus the damage it normally does. If you hit with a stun attack, the target is knocked unconscious and is dealt the normal amount of damage it would do.
- **Scanner:** When you equip this, you can see where any potentially hostile entities are located.

Weapon Specialist: Choose specific weapon in your inventory. You get +3 on all rolls regarding this weapon.

Mercenary Specialist: At level 20, You can choose two of the following abilities from the other backgrounds:

- **Bow Specialist:** When using a bow, you get +3 on all rolls regarding the bow.
- **Gun of Choice:** Choose a specific gun. You get +3 on all rolls regarding that weapon.
- **Melee Weapon Specialist:** Choose a specific melee weapon. You get +3 on all rolls regarding that weapon.
- **You can use your concentration to focus on a target.** When you focus on the target, you can run around any obstacles, and your speed becomes 100 until your concentration is broken, or you defeat the target.
- **Barbed Arrows:** When you hit a target with an arrow, they take 5 bleeding damage every turn, unless they pull it out. If they pull it out, they take 15 piercing damage.
- **Hardiness:** You get an advantage on Survival and Medicine saving throws.

Engineer:

Level	Feature	Blueprints Known
1	Engineer School, Favored Weapon	2
2	Ability Score Increase	3
3		4
4	Tireless Working	5
5	School Feature	6
6	Ability Score Increase	7
7	All-Nighter	8
8		9
9	Pressure	10
10	School Feature	11
11	Ability Score Increase	12
12		13
13		14
14	Ability Score Increase	15
15	School Feature	16
16	Extra Attack	17
17		18
18	Ability Score Increase	19
19		20
20	School Feature, Asian Technology	21

Hit Points:

Hit Dice: 1d6 per Engineer Level

Hit Points at 1st Level: 6 + your Constitution modifier

Hit Points at Higher Levels: 1d6 (or 4) + your Constitution modifier per Engineer Level after 1st.

Starting Proficiencies:

Armor: Light Armor

Weapons: Light Pistols, Light Rifles

Tools: Toolbox

Skills: Choose two from the following: History, Investigation, Stealth, Religion, Medicine, Insight, and Perception.

Starting Equipment:

You start with the following Equipment:

- (a) Light Armor, or (b) 10 Throwing Knives
- (a) Light Pistol 3 clips of 20, or (b) Light Rifle 2 clips of 30
- Tool Kit and Medical Kit

- (a) Scholar's Pack, or (b) Explorer's Pack

Blueprints:

This is one of the more special parts of this modification. An engineer can make objects using blueprints. These objects are useful tools and can be used throughout the campaign. There is no material requirement, however, there are level caps on some of them. Each blueprint has a build time.

Engineer Schools:

Choose one of the following:

- Medical Engineer
- Technical Engineer

Medical Engineer:

1st Level:

Healing Serum: You can fashion a salve out of materials around you. This salve heals 2d8 hit points.

5th Level:

Infrared Scanner: You get a Blueprint for an Infrared Scanner. This doesn't count as one for one of your Blueprint slots (build time, 8 turns).

10th Level:

Cybernetic Enhancements: You can place any of your blueprinted mechanisms onto humans. Add two turns to the build time.

15th Level:

War Surgeon: You can heal any wound made by a bullet by succeeding a DC 15 Medicine Check.

20th Level:

Bio-Weapons: You can put diseases on your weapons which will instantly kill a target once the bullet pierces the skin.

Technical Engineer:

1st Level:

Weapon Builder: Weapons you build deal double damage.

5th Level:

Defense Builder: Shields you build can take double the amount of hits.

10th Level:

Prodigy: Level caps are reduced by 5.

15th Level:

Thrifty Recycler: Build Times are reduced by five turns

20th Level:

Arc Reactor: Energy weapons deal double damage, and energy shields can take double the amount of shots, and Mechs shoot energy blasts, which deal double damage.

Favored Weapon:

Choose specific weapon in your inventory. You get +3 on all rolls regarding this weapon.

Ability Score Improvement: When you Reach levels 2, 6, 11, 14, and 18, you may increase one of your ability scores by 2 or two by 1.

Tireless Working:

Instead of taking your action for a turn, you can reduce build time by two turns.

All-Nighter: Instead of taking a long rest, you can finish up to ten Blueprints.

Pressure: When building during combat, you build time is halved (rounded up).

Extra Attack: At Level 17, you can make an attack as a bonus action.

Asian Technology: You have access to three Blueprints, which are:

- Rechargeable energy shield: This shield can take up to 3 hits before you need to recharge it.
 - Build Time, 15 Turns
- Energy Weapon Upgrade: You can upgrade one of your weapons to make it more lethal or give it a higher stun chance. When you attack with this weapon, declare what setting it's on: Stun, or kill. If you hit with a kill attack, it deals half the opponent's health plus the damage it normally does. If you hit with a stun attack, the target is knocked unconscious and is dealt the normal amount of damage it would do.
 - Build Time, 10 Turns
- Scanner: When you equip this, you can see where any potentially hostile entities are located.
 - Build Time, 14 Turns

Name	Description	Build Time	Level Cap
Sentry	Automated turret that notifies the user when it notices anything hostile. A light rifle can be mounted on it.	10 turns	Level 1
Light Pistol	Range: 50 Feet	7 turns	Level 2
Medium Pistol	Range: 100 Feet	10 turns	Level 3
Light Rifle	Range: 120 Feet Two Handed	12 turns	Level 4
Machine Gun	Range: 100 Two Handed Can shoot up to six times a turn. However, it gets -1 on attack rolls for each shot fired consecutively.		
Sniper Rifle	Range: 500 Feet Two Handed	15 turns	Level 7
Ammunition	3 Clips of 10	5 turns	Level 4
Walker	A walking suit of armor. It's exterior armor has an armor class of 20, and there are two Machine Guns mounted on the arms. It stands	30 Turns	Level 10

	ten feet tall and 5 feet wide.		
Jetpack	A mechanism that allows the user to fly. Flight lasts for 20 turns before it needs to be refueled.	25 turns	Level 9
Fuel	Can Fuel various machines. Also highly flammable.	5 turns	Level 5
Speaker	Can play music	12 turns	Level 1
Knife	A knife that deals 1d4 damage	4 turns	Level 1
Medical Kit	Can heal wounds	11 turns	Level 2
Throwing Knife	A knife that can be thrown 30 feet	3 turns	Level 2
Iron Man Suit	The Mark XLIV Suit (The suit from Civil War). Requires Nuclear Reactor.	50 Turns	Level 18
Nuclear Reactor	Powers the Iron Man Suit	25 Turns	Level 15
Drone	A Drone that provides a video feed of whatever it sees.	30 Turns	Level 15
Grenade	An explosive that deals 10d10 at the center of the explosion. Remove two d10s as the explosion goes farther out. The final radius is 10 feet.	15 Turns	Level 10
Plastic Explosive	An explosive that can be remotely detonated from up to 50 feet away. Same effect as grenade.	17 Turns	Level 11
Flashbang	Can be thrown up to 30 feet. Anyone that sees it flash is paralyzed for 2 turns.	10 Turns	Level 6
Molotov	When it contacts an object, everything within 5 feet is covered	4 Turns	Level 6

	in flames. Anything in the fire takes 2 fire damage every turn		
Jeep	Requires fuel to start, and fuel after twenty turns of use. A Machine gun is mounted on the back.	30 Turns	Level 4
Attack Helicopter	Requires fuel to start, and after fifteen turns of use. Two Machine guns are mounted on the sides.	35 Turns	Level 14
Speed Boat	Requires fuel to start, and fuel after twenty turns of use. A machine Gun is mounted onto the back.	33 Turns	Level 6

Rogue:

Level	Feature
1	Rogue Type, Fighting Style
2	Ability Score Improvement
3	Triangulation
4	
5	Type Ability
6	Pickpocket
7	Ability Score Improvement
8	Cloaking
9	Assassination
10	Type Ability
11	Ability Score Improvement
12	Knife in the Dark
13	2 nd Fighting Style
14	Assassination 2
15	Type Ability
16	Ability Score Improvement
17	Cloaking 2
18	Extra Attack
19	Ability Score Improvement
20	Type Ability, Gravity

Hit Points

Hit Dice: 1d8 per Rogue level

Hit Points at 1st level: 8 plus your Constitution modifier

Hit Points at Higher Levels: 1d8 (or 5) + your Constitution Modifier per Rogue level after 1st

Starting Proficiencies

Armor: Light Armor and Medium Armor

Weapons: Light Pistols, Medium Pistols, Light Rifles, Knives

Tools: Thieves' Tools

Skills: Choose four from Acrobatics, Athletics, Deception, Insight, Intimidation, Investigation, Perception, Performance, Persuasion, Sleight of Hand, and Stealth.

Saving Throws: Dexterity and Charisma

Starting Equipment

- (a) 10 Knives or (b) Club
- (a) two Light Pistols and four clips of 20 or (b) a Medium Pistol and 2 Clips of 40

- (a) a Burglar's Pack, (b) a Dungeoneer's Pack, or (c) an Explorer's Pack
- Light Armor, Light Rifle (5 Clips of 25), and Thieves' Tools

Fighting Style:

Pick one from the following at level 1 and level 13:

Duel Pistols: Can make two shots an attack while holding two light pistols

Dodgy: There is an attack you can see or hear, you may roll 1d12. If you roll over a 9, you dodge the attack, if not, the attack still stands.

Melee Fighting: +3 to attack rolls, and +2 to damage when using

Quick Fighting: After making an attack, you may move as a bonus action

Empty Gun Fighting: You may make a melee attack with an empty gun in your possession for double normal damage.

Incapacitator: Nullify any bonuses and get -2 on all phase 2 rolls.

Rogue Types:

- Warp Thief
- Surface Walker
- Momentum Runner

Warp Thief:

1st Level:

Minor Teleport: Once every Five Turn, you can move instantaneously to any point within 20 feet of you as a bonus action.

5th Level:

Teleport Manipulations: Choose one of the following at levels 5, 10, 15, and 20

- Backstab: You teleport behind a target within your teleport range and deal normal melee damage with a weapon of your choice and add 2d6 to your roll.
- Remote Teleport: You can teleport a projectile or melee weapon to a target within your teleport range. This deals the weapons normal damage and causes 2 bleeding damage to the target for 5 turns.
- Object Teleport: Touch a non-living object (or part of one) that would fit inside 5 foot, by 5 foot, by 5 foot cube to a location within your teleport range.
- Tracked Teleport: You may use your turn to track a target. While tracking this object, you may teleport to it while it is within 100 feet of you.

10th Level:

Blip: Whenever, you hear or see a gunshot fired at you, you can dodge it by fading in and out of reality. To do so, you need to make a Dexterity saving throw against the attacker's passive Intelligence.

15th Level:

Master Manipulator: You can use two manipulations in one turn. Also, your teleport range is increased to 50 feet.

20th Level:

Time Freeze: You can freeze time for one turn. You must have one hand free to do this, and it takes 10 turns to recharge or a long rest.

Surface Walker:

1st Level:

Climbing: Your speed is not halved while climbing.

5th Level:

Surface Abilities: Choose one of the following at levels 5, 10, and 15:

- Water Walking: You may walk across liquid surfaces at your normal speed.
- Wall Running: You may move across solid surfaces as if they were flat ground. This include ceilings.
- Platform Maker: You may form a 5 foot by 5 foot platform made out of energy to jump across. This cannot be used as cover and the user may only create one at a time.

10th Level:

Sound Cloaking: Your sound is quieted while you are cloaked.

15th Level:

Soft Landing: Negate all fall damage.

20th Level:

Gravity Bomb: You can create a bomb that releases a strong force within a 10 foot radius. This pushes all things out of the area, and creates a vacuum. The people in this area are pushed in and out of this sphere for three turns, rendering them unable to take their turn. These can only be used once every 3 turns.

Momentum Runner:

1st Level:

Surface Jumping: When you hit a surface, you can springboard off of it. When you jump onto a surface, you can dash or jump as a bonus action once per turn.

5th Level:

Gun Movement: You can fire a shot from a non-pistol weapon to move your speed or a quarter of your speed rounded up for a jump.

10th Level:

Push off: When you surface jump, you can dash jump again.

15th Level:

Double Jump: You can jump as a bonus action after jumping.

20th Level:

Attack Movement: After attacking, you may jump, or dash as a bonus action

Ability Score Improvement: When you Reach levels 2, 7, 11, 16, and 19, you may increase one of your ability scores by 2 or two by 1.

Triangulation: When you hear a shot, you can use your action to identify the position of the shooter.

Pickpocket: Add double your Proficiency bonus to Stealth and Sleight of Hand Checks.

Cloaking: You may use your action to become cloaked. While cloaked, you are invisible to anyone with a passive Wisdom of less than 14. At level 17, anyone with a passive perception of 17 or lower cannot see you.

Assassination: While behind an enemy and cloaked, you can attack to perform an assassination. When you perform an assassination, you attack the target's heart, neck, or head. However, if the target is wearing any armor, then the assassination fails and the target notices. At level 14, assassinations ignore armor.

Knife in the Dark: Any attacks made in dim light or no light deal 2d10 more damage.

Gravity: You can disable gravity within 100 feet of you.